

## **JOINT GOVERNANCE ARRANGEMENTS**

### **BARTS AND THE LONDON NHS TRUST- CAPITAL HOSPITALS LTD**

#### **NEW HOSPITAL PRINCIPALS BOARD**

#### **MEMBERSHIP AND TERMS OF REFERENCE**

##### **ROLE**

The role of the New Hospital Principals Board is to oversee and manage the contractual relationship between the Trust and Capital Hospitals Ltd (CHL). It provides the mechanism for the joint review and resolution of issues relating to aspects of the performance of the Project Agreement and in certain circumstances the amicable resolution of disputes or disagreements between the parties.

##### **REPORTS TO:**

The respective organisation's Executive Boards

##### **MEMBERSHIP**

The membership of the New Hospital Principals Board is:

BLT Chief Executive (Chair)  
BLT Director x 2  
CHL Executive Chairman  
CHL Director x 2

In attendance:

BLT NHP Programme Director  
CHL Director of Operations  
(the named representatives)

Secretariat:

BLT NHP Head of Programme Control

Representatives on the New Hospital Principals Board shall be appointed and removed by written notice delivered to the other party at any time.

## TERMS OF REFERENCE

1. To provide a mechanism for the joint review of issues relating to all day to day aspects of the performance of this Agreement;
2. To provide a forum for joint strategic discussion, considering actual and anticipated changes in the market and business of the Trust, and possible variations of the Project Agreement to reflect those changes, or for the more efficient performance of the Project Agreement;
3. In certain circumstances, pursuant to Schedule 26 of the project Agreement (*Dispute Resolution Procedure*), to provide a means of resolving disputes or disagreements between the parties amicably.
4. To make recommendations to the parties, which they may accept or reject at their complete discretion in respect of any aspect of the Project Agreement. However, neither the New Hospital Principals Board, nor its members acting in that capacity, shall have any authority to vary any of the provisions of the Project Agreement or to make any decision which is binding on the parties (save as expressly provided in Schedule 26 (*Dispute Resolution Procedure*)).
5. To determine and approve a schedule of delegation of functions and those functions reserved for the New Hospital Principals Board to determine
6. To determine and approve a Scheme of Delegation to the named representatives in relation to Project decisions (variations to costs, time etc.);
7. To receive and consider issues/exception reports/variations from the Joint Partnership Group and make recommendations as to their resolution/agreement.
8. To consider and agree those changes and variations to the Project Agreement reserved for the NHP Principals , subject to thew Schedulre of Delegation .
9. To ensure the demonstration of probity at all times and the maintenance of a sound audit trail.

## **QUORUM**

The New Hospital Principals Board will be considered quorate on the attendance of the Chair or Deputy Chair and 1 member from Capital Hospitals Ltd.

## **FREQUENCY**

Meetings will be held at least quarterly, with any additional meetings (e.g. to resolve disputes) called as required.

## **PROCEDURES AND PRACTICES**

1. Subject to the provisions of the Project Agreement, the New Hospital Principals Board may adopt such procedures and practices for the conduct of the activities of the New Hospital Principals Board as they consider appropriate from time to time and:
  - a. may invite to any meeting of the New Hospital Principals Board such other persons as its members may agree (in accordance with Clause 12.6); and
  - b. receive and review a report from any person agreed by its members.
2. Recommendations and other decisions of the New Hospital Principals Board must have the affirmative vote of all those voting on the matter, which must include not less than one (1) representative of the Trust and not less than one (1) representative of Project Co.
3. Each member of the New Hospital Principals Board shall have one (1) vote. The Chairman shall not have a right to a casting vote.
4. Any member of the New Hospital Principals Board may convene a meeting of the Liaison Committee at any time.
5. Meetings of the New Hospital Principals Board shall be convened on not less than ten (10) Business Days' notice (identifying the agenda items to be discussed at the meeting) provided that in emergencies a meeting may be called at any time on such notice as may be reasonable in the circumstances.

6. Where the New Hospital Principals Board decides it is appropriate, meetings may be held by telephone or another form of telecommunication, by which each participant can hear and speak to all other participants at the same time.
7. Minutes of all recommendations (including those made by telephone or other form of telecommunication) and meetings of the New Hospital Principals Board shall be kept by Project Co and copies circulated promptly to the parties, normally within five (5) Business Days of the making of the recommendation or the holding of the meeting. A full set of minutes shall be open to inspection by either party at any time, upon request.

## METHOD OF WORKING

1. Agendas and papers will be circulated to all members at least three working days in advance of meetings.
2. It is assumed that members will have read any agenda papers in advance of the meeting, to allow direct discussion at the meeting.
3. It is expected that members will attend personally. Alternates will be allowed subject to the provisions of the Project Agreement for the attendance of Alternates being fulfilled. The relevant extract from clause 12 of the PA is set out below:

*“A representative on the New Hospital Principals Board may appoint and remove an alternate (who may be another representative of that party) in the same manner. If a representative is unavailable (and the other party's representatives may rely on the alternate's statement that the representative is unavailable) his alternate shall have the same rights and powers as the representative.”*

4. Members will be required to declare any potential conflicts of interest in respect of agenda items. Members will also be responsible for ensuring the strict confidentiality of all commercially sensitive information about the Project.
5. Members will be responsible for ensuring effective, two-way, communication on issues raised at the New Hospital Principals Board with their organisation/constituency.
6. The Board will be supported administratively by the New Hospitals' Programme Project Control Office;

