

Health and Care Transformation Programme

Project: Governance & Accountability

System-wide Governance Arrangements: Proposed Terms of Reference

APPROVED 9th November 2020 v1.0

Section		Health & Care Partnership Board	Manx Care Board
1	Background and Context	<p>1.1 The Final Report of the Independent Review of the Isle of Man Health and Social Care System ("The Final Report"), led by Sir Jonathan Michael, was approved by Tynwald on 21st May 2019.</p> <p>1.2 The Final Report sets out a number of recommendations relating to delivering a sustainable, high-quality, integrated health and care system on the Isle of Man.</p> <p>1.3 These include Recommendation 1 of the Final Report: <i>"The Council of Ministers should formally adopt the principle that patients and service users are fully engaged in, and at the centre of, all aspects of planning and delivery of health and social care services."</i></p> <p>1.4 and Recommendation 2: <i>"The setting of priorities and the development of policy in both health and social care should be separate from the delivery of services. A comprehensive governance and accountability framework should be established aligned to agreed standards and underpinned, where necessary, by legislation. A single public sector organisation, perhaps to be known as "Manx Care", should be responsible for the delivery and/or commissioning from other providers of all required health and care services."</i></p> <p>1.5 Delivering the objectives of the Final Report involves establishing Manx Care as an independent arm's-length body of Government in the Isle of Man; whilst ensuring that, through the agreed governance and accountability framework, there remains</p>	<p>1.1 The Final Report of the Independent Review of the Isle of Man Health and Social Care System ("The Final Report"), led by Sir Jonathan Michael, was approved by Tynwald on 21st May 2019.</p> <p>1.2 The Final Report sets out a number of recommendations relating to delivering a sustainable, high-quality, integrated health and care system on the Isle of Man.</p> <p>1.3 These include Recommendation 1 of the Final Report: <i>"The Council of Ministers should formally adopt the principle that patients and service users are fully engaged in, and at the centre of, all aspects of planning and delivery of health and social care services."</i></p> <p>1.4 and Recommendation 2: <i>"The setting of priorities and the development of policy in both health and social care should be separate from the delivery of services. A comprehensive governance and accountability framework should be established aligned to agreed standards and underpinned, where necessary, by legislation. A single public sector organisation, perhaps to be known as "Manx Care", should be responsible for the delivery and/or commissioning from other providers of all required health and care services."</i></p> <p>1.5 Delivering the objectives of the Final Report involves establishing Manx Care as an independent arm's-length body of Government in the Isle of Man; whilst ensuring that, through the agreed governance and accountability framework, there remains</p>

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	<p>appropriate input and accountability at a policy and strategy level from all relevant areas of Government.</p> <p>1.6 The Department of Health & Social Care (DHSC) will therefore convene a system-wide governance board, the Health & Care Partnership Board ("the Partnership Board"), to support the future work of DHSC and Manx Care.</p> <p>1.7 Following the transfer of Public Health to Cabinet Office, the Director of Public Health will be invited to sit on the Partnership Board, reflecting Recommendation 9:</p> <p><i>"The Public Health Directorate should be empowered to provide advice and guidance across government, not solely to the DHSC. It should promote and co-ordinate health and wellbeing across the Island to help improve the quality of life and reduce the demand on health and care services in the future. All Departments should be required to factor public health guidance into policy setting and legislation. In order to facilitate this, the Public Health Directorate should be moved to a position in the Cabinet Office."</i></p> <p>1.8 Separate to its hosting of the Public Health Directorate, senior Cabinet Office representation will also be sought in relation to its broader role in leading the development, co-ordination and application of policies that affect more than one department; as the corporate central hub providing government's human resources, technology and corporate communications service; and in promoting reform to improve the way in which the Government provides services, develops business plans, and project manages change.</p> <p>1.9 The composition of the Partnership Board further recognises the ongoing importance of Treasury in relation to planning, assurance, and transformation of future health and care services, reflecting Recommendation 6:</p> <p><i>"The Council of Ministers should mandate the DHSC, Treasury and the Cabinet Office to ensure implementation of the agreed Transformation Programme of health and care services as set out in this Report..."</i></p>	<p>appropriate input and accountability at a policy and strategy level from all relevant areas of Government.</p> <p>1.6 In accordance with the Manx Care Act 2021 a statutory Board (Manx Care) will be established with the aim of delivering a comprehensive health and social care service for the Island.</p> <p>1.7 The Manx Care Board will act as the highest authority in the delivery functions of the new health and care organisation;</p> <p>1.8 while being accountable to the Department of Health and Social Care (DHSC) for the delivery of the Mandate for health and care services on the Island;</p> <p>1.9 and working with the DHSC-convened Health & Care Partnership Board ("the Partnership Board") to ensure appropriate co-ordination with all parts of Government associated with improving health and wellbeing for the Island's population as a whole.</p>

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	<p>(a transformation process which will continue beyond the establishment of Manx Care)</p> <p>Recommendation 17:</p> <p><i>"Increased funding should be linked to the achievement of annual efficiency targets."</i></p> <p>and Recommendation 20:</p> <p><i>"Funding, based on agreed need, should, over time, move from the current annual budget allocation to a 3-5 years financial settlement for health and care services for the Island."</i></p> <p>In relation to all of these areas, having direct Treasury representation in discussions of the Mandate is considered essential to ensuring effective, co-ordinated, and joined-up support to the future governance and oversight of health and care services on the Island.</p> <p>1.10 The Partnership Board will bring together these key stakeholders from across the Isle of Man Government with a focus on the strategic planning and assurance of health and care services, as delivered through the Mandate from DHSC to Manx Care;</p> <p>1.11 as well as co-ordination of broader efforts across the Island to improve whole-population health and wellbeing.</p>	
<p>2</p> <p>Links to wider system governance structures</p>	<p>2.1 The system-wide governance and accountability model will cover the full cycle of planning, delivery and assurance of all health and care services (both those delivered directly by Manx Care and those commissioned by Manx Care from third parties on- and off-island).</p> <p>2.2 This includes the role of the Partnership Board, the Manx Care Board, a comprehensive system of Clinical and Care Governance, patient, service user and public engagement, and links to external inspection.</p> <p>2.3 This model will also support DHSC and Manx Care to meet new statutory duties including to share information (Section 34) and</p>	<p>2.1 The system-wide governance and accountability model will cover the full cycle of planning, delivery and assurance of all health and care services (both those delivered directly by Manx Care and those commissioned by Manx Care from third parties on- and off-island).</p> <p>2.2 This includes the role of the Partnership Board, the Manx Care Board, a comprehensive system of Clinical and Care Governance, patient, service user and public engagement, and links to external inspection.</p> <p>2.3 This model will also support DHSC and Manx Care to meet new statutory duties including to share information (Section 34) and</p>

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	<p>of candour (Sections 11 and 21) being introduced as part of the Manx Care Act 2021.</p> <p>2.4 The governance and accountability model has been developed around the following principles:</p> <ul style="list-style-type: none"> • Clear accountabilities for all contributors (functions and individuals) across the new health and care system; • Increased visibility of the performance of key health and care services and outcomes, enabling intervention and remediation in cases where this is required; • Performance monitoring and assessment of services across health and social care; • Responsibilities between the Parties for determining, prioritising and resourcing activities to address service deficiencies; • Comprehensive approaches to continuous improvement across all functions; • Greater consistency and accountability for corporate, financial, clinical, care and quality reporting and monitoring; • Improved efficiency across service provision enabled by increased transparency and clarity. 	<p>of Candour (Sections 11 and 21) being introduced as part of the Manx Care Act 2021.</p> <p>2.4 The Manx Care Board will uphold the seven modern day care principles of the National Health Service (NHS) as passed by a Tynwald motion on March 20, 2018:</p> <ul style="list-style-type: none"> • Manx Care will provide a comprehensive service, available to all. • Access to health services is based on clinical need, not an individual's ability to pay; • Manx Care aspires to the highest standards of excellence and professionalism; • Manx Care aspires to put service users at the heart of everything it does; • Manx Care works across organisational boundaries and in partnership with other organisations in the interests of service users, local communities and the wider population; • Manx Care is committed to providing best value for taxpayers' money and the most effective, fair and sustainable use of finite resources; • Manx Care is accountable to the public, communities and service users that it serves; • Manx Care services, wherever appropriate, should be delivered on the Island and close to a person's home.
<p>3</p> <p>Purpose of the Board</p>	<p>3.1 The Partnership Board will support DHSC and Manx Care in the identification, prioritisation and development of population health and wellbeing needs, outcomes, services and associated funding implications.</p> <p>3.2 The Partnership Board will achieve this through bringing together representatives from DHSC and the clinical and corporate leadership team of Manx Care with Public Health, Cabinet Office and Treasury colleagues as part of an annual planning process, in order to enable DHSC to produce the Mandate for Manx Care;</p>	<p>3.1 The Manx Care Board will be responsible for discharging its functions in accordance to an annual Mandate developed and agreed by the DHSC and Manx Care and laid before Tynwald.</p> <p>3.1.1 The Mandate includes:</p> <ul style="list-style-type: none"> • The key objectives Manx Care should achieve during the financial year. • The services that Manx Care should deliver, or secure provision of.

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	<p>to ensure robust supporting financial plans; and to help assure delivery of those plans.</p> <p>3.3 The role of the Partnership Board is not to develop policy or to direct detailed delivery of services, but to ensure that the Island’s agreed policy objectives are met through the co-ordinated efforts of relevant Government Departments and the publicly-funded provision health and care services for the Isle of Man through Manx care.</p> <p>3.4 The Partnership Board will ensure at all times that the operational independence of Manx Care is protected, including the ability of the Manx Care Board to structure, deliver and commission services in the way that it deems most appropriate to achieve the required outcomes for patients and service users; and to establish appropriate Clinical & Care Governance for all health and care services being provided on behalf of the Isle of Man.</p> <p>3.5 The Partnership Board will act as a forum for DHSC and Manx Care to identify and agree any in-year changes (or forecast future year changes) that are required to the Mandate; and as a forum for any opportunities or issues in relation to service delivery, outcomes or budgets which require system-wide input or a system-wide response.</p> <p>3.6 The Partnership Board will help to assure health and care delivery in relation to the Mandate and broader health and wellbeing strategies for the Island by working across Government, with patient, service user and public representatives, including in response to the findings of DHSC-appointed external inspectors of health and care services.</p>	<ul style="list-style-type: none"> • The funding envelope allocated for the delivery and provision of health and social care activities under Manx Care’s purview. • The expected quality, outcomes and performance level of the services to be achieved. <p>3.1.2 In developing the Mandate, the Manx Care Board will work alongside DHSC and other Departments, agreeing priorities, standards and delivery targets for each financial year.</p> <p>3.2 In addition to the delivery of the Mandate, the Manx Care Board has the purpose of overseeing the running of the wider Manx Care organisation, with key functions of:</p> <ul style="list-style-type: none"> • Setting the strategic direction of the organisation, while aligning with the Mandate. • Ensuring the organisation is managed with probity and integrity. • Ensuring high standards of quality, safety, clinical effectiveness and patient / user experience. • Overseeing the delivery of planned results by monitoring performance against objectives, monitoring and managing risks to achieve those objectives and ensuring corrective action is taken when necessary. • Ensuring effective financial stewardship through value for money, financial control and financial planning and strategy. • Ensuring that the Board operates within the limits of its statutory authority, and in accordance with any other conditions relating to the use of public funds. • Ensuring that high standards of corporate governance and personal behaviour are maintained in the conduct of the business of the whole organisation. • Leading the development of an organisational culture which engages and empowers staff and builds healthy morale across all areas of the organisation.

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		<ul style="list-style-type: none"> • Ensuring that there is effective dialogue between the organisation and the community on its plans and performance and that these are responsive to the community's needs. • Ensuring that effective management arrangements are in place to enable responsibility to be clearly delegated to senior executives for the main programmes of action and for performance against programmes to be monitored and senior executives held to account. <p>3.3 The Manx Care Board will also be required to uphold the statutory duties placed upon the wider Manx Care organisation by the Manx Care Act 2021 (Part 4):</p> <ol style="list-style-type: none"> a. Manx Care must exercise its functions under this Act effectively, efficiently and economically. b. Manx Care must exercise its functions under this Act in an open and transparent way and, in doing so, comply with regulations made under Section 11. c. Manx Care must establish and operate a clinical and social care governance framework and require any person it has entered into agreement with to operate against this framework or equivalent. d. Manx Care must exercise its function with a view to securing the continuous improvement in the outcome of services, particularly around effectiveness, safety and quality of the service. <p>3.4 Manx Care must, in the exercise of its functions, have regard to the need to reduce inequalities between persons with respect to the ability to access health and care services and the outcomes achieved by their provision.</p>
<p>4 Reporting Responsibility and Accountability</p>	<p>4.1 The Partnership Board will be convened by DHSC and will provide updates through DHSC to the Council of Ministers and the Tynwald.</p>	<p>4.1 The Manx Care Board will report to and be accountable to the DHSC as set out in the Manx Care Act 2021.</p> <p>4.2 The Manx Care Board will be represented at and supported by a Partnership Board convened by DHSC to co-ordinate cross-</p>

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	<p>4.2 The Board receives its powers and authority by delegation from the relevant Government Departments as per the provisions of The Government Code (February 2017).</p> <p>4.3 When considering matters, Board will take into account:</p> <p>4.3.1 the Manx Care Act 2021</p> <p>4.3.2 the National Health Service Act 2001 and the National Health Service Act 2016</p> <p>4.3.3 the Social Services Act 2011</p> <p>4.3.4 the Children and Young Persons Act 2001</p> <p>4.3.5 the Mental Health Act 1998</p> <p>4.3.6 the Safeguarding Act 2018</p> <p>4.3.7 the Isle of Man Government Corporate Governance Principles and Code of Conduct</p> <p>4.3.8 the Equality Act 2017</p> <p>4.3.9 the Freedom of Information Act 2015</p> <p>4.3.10 the Data Protection Act 2018</p> <p>4.3.11 and all other applicable legislative requirements.</p> <p>4.4 The minutes of the Board meetings shall be formally recorded and shared with all Government Departments and with the Manx Care Board.</p>	<p>Government functions and input into the planning and development of health and wellbeing for the Island.</p> <p>4.3 When considering matters, Board will take into account:</p> <p>4.3.1 the Manx Care Act 2021</p> <p>4.3.2 the National Health Service Act 2001 and the National Health Service Act 2016</p> <p>4.3.3 the Social Services Act 2011</p> <p>4.3.4 the Children and Young Persons Act 2001</p> <p>4.3.5 the Mental Health Act 1998</p> <p>4.3.6 the Safeguarding Act 2018</p> <p>4.3.7 the Isle of Man Government Corporate Governance Principles and Code of Conduct</p> <p>4.3.8 the Equality Act 2017</p> <p>4.3.9 the Freedom of Information Act 2015</p> <p>4.3.10 the Data Protection Act 2018</p> <p>4.3.11 and all other applicable legislative requirements.</p> <p>4.4 Through DHSC, reports will be provided on a quarterly basis to the Partnership Board which will include:</p> <p>4.4.1 Quarterly agreed levels of quality, finance and performance reporting.</p> <p>4.4.2 Any points of escalation for in year changes relating to the Mandate (particularly those which cannot be addressed within the authority vested within with DHSC and Manx Care alone).</p> <p>4.4.3 Any escalation of risks to delivery against the Mandate or operating plan.</p> <p>4.4.4 Where required, the Manx Care Board will be required to reply to DHSC, other Departmental requests or to requests made by Tynwald through DHSC, in a timely manner.</p>

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		<p>4.5 In addition to the regular reports given to the Partnership Board, the Manx Care Board will be required to develop regular plans and reports including:</p> <p>4.5.1 An annual operating plan outlining how the organisation proposes to exercise its functions and comply with the mandate in that financial year, and its proposals for the exercise in function over the following two financial years.</p> <p>4.5.1.1 This plan will be required on an annual basis starting from the second financial year of Manx Care’s establishment.</p> <p>4.5.1.2 Any revisions or updates to the operating plan must follow the guidance provided by the Manx Care Act 2021 Section 31, and should be sent to DHSC and laid before Tynwald.</p> <p>4.5.2 An annual report containing an assessment of the extent to which Manx Care has met the objectives and requirements specified in the Mandate and the extent to which it has met the proposals described in the operating plan for that financial year.</p> <p>4.5.2.1 Each report will be published no later than six months after the end of each financial year.</p> <p>4.6 The annual report will be subject to assessment by DHSC and scrutiny by Tynwald.</p>
<p>5 Responsibilities</p>	<p>5.1 The primary responsibility of the Partnership Board will be to support DHSC and Manx Care through co-ordinated strategic planning, including:</p> <p>5.1.1 To support the development of annual assessments of strategic needs by Public Health, assessing priorities for current and future health, care and wellbeing needs across the population.</p> <p>5.1.2 To support the delivery of joined-up health and wellbeing strategies aligned to overall policies and priorities of the Island in relation to strategic commissioning of health and care services.</p>	<p>5.1 The Manx Care Board will be responsible for planning activities relating to the wider organisation, including:</p> <p>5.1.1 Engaging with patients, service users, carers and the broader community in the planning of future Manx Care operational delivery and transformational change programmes.</p> <p>5.1.2 Preparing and publishing an annual business plan based on the Mandate from DHSC.</p> <p>5.1.3 Ensuring appropriate clinical and care governance across all health and care settings and disciplines, of services it commissions from itself or third party providers on and off Island.</p>

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	<p>5.1.3 To support the development of the annual mandate to Manx Care by DHSC for the delivery of health and care services to meet identified needs and strategic priorities.</p> <p>5.1.4 To support the development of associated capital and revenue requests to Treasury for the delivery of those services (potentially multi-year).</p> <p>5.2 The delivery and commissioning of health and care services is a sole responsibility of Manx Care and its Board. The Partnership Board will support the Manx Care Board through:</p> <p>5.2.1 acting as a point of escalation for any in-year changes relating to the Mandate which cannot be addressed within the authority vested with DHSC and Manx Care alone, for example in matters which have a material impact financial positions and / or broader health and wellbeing priorities of the Isle of Man Government.</p> <p>5.2.2 and as a point of co-ordination and escalation between Manx Care and the Isle of Man Government in ensuring mechanisms are in place to deliver agreed health and wellbeing outcomes in an integrated way; including in relation to shared services and outcomes being managed jointly with other public bodies, such as through Cabinet Office.</p> <p>5.3 Having agreed annual priorities and plans, the Partnership Board will help to assure the delivery of the Joint Health and Wellbeing Strategy by:</p> <p>5.3.1 receiving agreed quarterly quality, finance and performance / outcomes reporting from Manx Care and working with Manx Care and DHSC to understand and support progress on delivering the Mandate.</p> <p>5.3.2 receiving reports from the independent inspectors as appointed by DHSC to inspect and monitor all Government-funded health and care and ensuring that there is an appropriately developed and supported improvement plan where areas for improvement are identified.</p>	<p>5.1.4 Ensuring appropriate arrangements are in place to fulfil its statutory duties to deliver high standards of quality, safety, clinical effectiveness and patient and service user experience.</p> <p>5.1.5 Supporting the Partnership Board and Public Health in the development of future joint strategic needs assessment and joint health and wellbeing strategies.</p> <p>5.2 The Manx Care Board will be responsible for managing the delivery of health and care related activities through its wider organisation and commissioned external providers, including:</p> <p>5.2.1 Ensuring delivery of agreed objectives and requirements as set out in the Mandate for health and care services, including through direct delivery of services and through the commissioning and management of external providers, within allocated budgets.</p> <p>5.2.2 Promoting and securing service user and public participation in the delivery, co-design and formative evaluation of services.</p> <p>5.2.3 Driving continuous improvement to the quality of services, both commissioned and directly provided.</p> <p>5.2.4 Driving better outcomes including through successful implementation of transformational projects and programmes.</p> <p>5.2.5 Promoting the wellbeing of staff and promoting a culture of continuous improvement.</p> <p>5.3 The Manx Care Board will be responsible for providing assurance through:</p> <p>5.3.1 Providing regular quality, finance and performance reporting to the Partnership Board, including any in-year changes to the mandate or operating plan.</p> <p>5.3.2 Ensuring effective operational, project and programme structures are in place to deliver associated objectives within approved financial envelopes and agreed plans.</p> <p>5.3.3 Ensuring compliance of all Manx Care clinical, professional and support staff with the statutory duties of Manx Care as set out</p>

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		<p>in the Manx Care Act 2021, including for the quality of care and the Duty of Candour.</p> <p>5.4 Working with independent inspectors to ensure that agreed findings and recommendations, whether arising as a result of inspections arranged by DHSC or the Manx Care Board, are fully implemented.</p>
<p>6 Escalation</p>	<p>6.1 The Partnership Board will have the ability to escalate any issues or concerns that cannot be resolved by the Partnership Board through relevant government Departments and, as required, to the Council of Ministers.</p>	<p>6.1 The Manx Care Board will have the ability to escalate any issues, or concerns it cannot resolve to DHSC and, as appropriate, through DHSC to the Partnership Board.</p>
<p>7 Membership</p>	<p>7.1 The membership of the Partnership Board consists of:</p> <p>7.1.1 Minister for Health & Social Care (Chair)</p> <p>7.1.2 Minister for the Cabinet Office</p> <p>7.1.3 Minister for the Treasury</p> <p>7.1.4 Senior Treasury Representative</p> <p>7.1.5 Senior Cabinet Office Representative</p> <p>7.1.6 Director of Public Health</p> <p>7.1.7 Chief Executive Officer, Department of Health & Social Care</p> <p>7.1.8 Director of Strategy & Commissioning, DHSC</p> <p>7.1.9 Director of Governance, Policy & Legislation, DHSC</p> <p>7.1.10 Director of Quality, Safety & Engagement, DHSC</p> <p>7.1.11 Chair, Manx Care</p> <p>7.1.12 Chief Executive Officer, Manx Care</p> <p>7.1.13 Clinical and Care Governance Representative, Manx Care.</p>	<p>7.1 The membership of the Manx Care Board will consist of:</p> <p>7.1.1 Non-executive members</p> <p>7.1.1.1 A non-executive member acting as Chair.</p> <p>7.1.1.2 A non-executive member acting as Vice-chair.</p> <p>7.1.1.3 At least three other non-executive members.</p> <p>7.1.1.4 The Chair will be appointed by the DHSC, subject to approval from Tynwald.</p> <p>7.1.1.5 Other non-executive members will be selected by a panel convened by the Chair in consultation with the DHSC; and appointed by the DHSC, subject to approval from Tynwald.</p> <p>7.1.1.6 Non-executive members cannot be a member of the Legislative Council, a member of the House of Keys, an employee of the Public Services Commission or an employee of a Department, an office of Government or a Statutory Board.</p> <p>7.1.1.7 Each non-executive member will have a fixed term of appointment of not less than 3 years and not more than 5 years.</p> <p>7.1.1.8 The remuneration of the Chair will be determined by the DHSC.</p>

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		<p>7.1.1.9 The remuneration of other non-executive members will be determined by the Chair, advised by the chief executive and director of finance.</p> <p>7.1.1.10 Yearly expenditure on non-executive remuneration will be published as part of the Manx Care annual report to the DHSC and Tynwald.</p> <p>7.1.2 Executive members</p> <p>7.1.2.1 A chief executive, to be appointed by the Public Services Commission.</p> <p>7.1.2.2 A director of finance, to be appointed by the Public Services Commission.</p> <p>7.1.2.3 Two additional appropriately qualified persons. Members chosen to these positions will be subject to the definition of an <i>appropriately qualified person</i> as set out by Schedule 1 Part 1 of the Manx Care Act 2021.</p> <p>7.2 Should the Manx Care Board feel that the composition of its membership should differ from the above, it may propose a varying membership under the conditions of:</p> <p>7.2.1 The number of non-executive members being greater than executive members.</p> <p>7.2.2 Approval of the variations by the DHSC.</p>
<p>8 Co-opted members / deputies / attendees</p>	<p>8.1 The Board may not co-opt additional members</p> <p>8.2 Board members may nominate a suitable deputy when necessary and subject to the approval of the Chair.</p> <p>8.3 All deputies should be fully briefed and the secretariat informed of any agreement to deputise so that quoracy can be maintained.</p> <p>8.4 Other relevant stakeholders may be invited to attend the Partnership Board as required.</p>	<p>8.1 Manx Care Executive Board members may nominate a suitable deputy when necessary and subject to the approval of the Chair and subject to the deputy meeting the definition of appropriately qualified person as set out by Schedule 1 Part 1 of the Manx Care Act 2021.</p> <p>8.2 All deputies should be fully briefed and the secretariat informed of any agreement to deputise so that quoracy can be maintained.</p> <p>8.3 Other relevant stakeholders may be invited to attend the Manx Care Board as required, with approval from the Chair.</p>
<p>9 Quoracy</p>	<p>9.1 No business will be transacted unless:</p> <p>9.1.1 At least fifty-percent of members are present at the Board.</p>	<p>9.1 No business will be transacted unless:</p> <p>9.1.1 At least three members of the Manx Care Board are present;</p>

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		9.1.2 There will be at least one representative for each of the following: DHSC, Treasury, Public Health, Manx Care.	9.1.2 The number of non-executive members present exceeds the number of executive members present; and 9.2 There is at least one executive member present who is an appropriately qualified person (as defined in Schedule 1 Part 1 of the Manx Care Act 2021).
10	Chair	10.1 The Partnership Board will be chaired by the Minister for Health & Social Care or a nominated Minister or Departmental Member in their absence. 10.2 The Chair of the Board will ensure: 10.2.1 Full participation during meetings. 10.2.2 All relevant matters and agenda items are discussed. 10.2.3 Effective decisions are made and communicated to parts of the system. 10.3 Each Partnership Board member is responsible for leading the delivery of the key decisions and actions their own organisations.	10.1 The Manx Care Board will be chaired by an appropriately qualified non-executive member in compliance with Section 7 of these terms of reference, or the appointed Vice-chair in their absence. 10.2 The Chair of the Board will ensure: 10.2.1 Full participation during meetings. 10.2.2 All relevant matters and agenda items are discussed. 10.2.3 Effective decisions are made and communicated to parts of the system.
11	Meeting Management	11.1 The Partnership Board will meet quarterly and have an annual rolling programme of meeting dates and agenda items. 11.2 All Partnership Board members will be able to propose agenda items. 11.3 DHSC will be responsible for ensuring administrative support to the Partnership Board. This will include: 11.3.1 Giving notice of meetings (including, when the Chair of the Board deems it necessary in light of the urgent circumstances, calling an exceptional meeting at short notice). 11.3.2 Issuing an agenda and supporting papers to each member and attendee no later than 5 working days before the date of the meeting (where possible). 11.3.3 Ensuring an accurate record (minutes) of the meeting. 11.4 The Partnership Board will meet in private. Agendas and papers will not be routinely published, but all meeting-related	11.1 The Manx Care Board will meet monthly and have an annual rolling programme of meeting dates and agenda items. 11.2 All Manx Care Board members will be able to propose agenda items. 11.3 Manx Care will be responsible for ensuring administrative support to the Manx Care Board. This will include: 11.3.1 Giving notice of meetings (including, when the Chair of the Board deems it necessary in light of the urgent circumstances, calling an exceptional meeting at short notice). 11.3.2 Issuing an agenda and supporting papers to each member and attendee no later than 5 working days before the date of the meeting (where possible). 11.3.3 Ensuring an accurate record (minutes) of the meeting. 11.4 The Manx Care Board will meet in private, however agendas and papers will be published publicly unless sensitive

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	<p>documents may be subject to a Freedom of Information (FOI) enquiry.</p> <p>11.5 Partnership Board papers will be tabled only by prior agreement with the Chair.</p> <p>11.6 With the agreement of the Chair, one or more Members of the Board may participate in meetings in person or virtually by using video or telephone or web link or other live and uninterrupted conferencing facilities.</p> <p>11.7 An extra meeting of the Partnership Board can be called at the request of any two members of the Board.</p> <p>11.8 Where an extra meeting needs to be scheduled, every endeavour will be made to give at least 10 working days' notice. Notification will be given by email.</p> <p>11.9 Members of the Board have a collective responsibility for the operation of the Board. They will participate in discussion, review evidence and provide objective expert input to the best of their knowledge and ability, and endeavour to reach a collective view.</p>	<p>information is discussed, and all meeting-related documents may be subject to a Freedom of Information (FOI) enquiry.</p> <p>11.5 Manx Care Board Papers will be tabled only by prior agreement with the Chair.</p> <p>11.6 With the agreement of the Chair, one or more Members of the Board may participate in meetings in person or virtually by using video or telephone or web link or other live and uninterrupted conferencing facilities.</p> <p>11.7 An extraordinary meeting of the Manx Care Board can be called at the request of any two members of the Board, with the consent of the Chair.</p> <p>11.8 Where an extraordinary meeting needs to be scheduled, every endeavour will be made to give at least 5 working days' notice. Notification will be given by email.</p> <p>11.9 Members of the Board have joint and several liability for the operation of Manx Care. They will participate in discussion, review evidence and provide objective expert input to the best of their knowledge and ability, and endeavour to reach a collective view.</p>
12 Agenda Preparation	<p>12.1 The Partnership Board will develop a forward-looking rolling Agenda programme, maintained by the secretariat.</p> <p>12.2 The Chair will work with the secretariat on the preparation of the next meeting agenda.</p>	<p>12.1 The Manx Care Board will develop a forward-looking rolling Agenda programme, maintained by the secretariat.</p> <p>12.2 The Chair will work with the secretariat on the preparation of the next meeting agenda.</p>
13 Values and Behaviours	<p>13.1 All Partnership Board members will operate in accordance with the Isle of Man Government Corporate Governance Principles and Code of Conduct.</p> <p>13.2 Members of the Partnership Board will work together collaboratively to support the development and delivery of improved health and wellbeing across the Isle of Man.</p> <p>13.3 This includes respecting the operational autonomy of Manx Care and the Manx Care Board, as well as the legitimate interests of Members and Senior Executives in the Departments</p>	<p>13.1 All Manx Care Board members will operate in accordance with the Isle of Man Government Corporate Governance Principles and Code of Conduct.</p> <p>13.2 Members of the Manx Care Board will work together collaboratively to support the development and delivery of improved health and wellbeing across the Isle of Man.</p> <p>13.3 All Manx Care Board members are expected to uphold and support the vision, aims and objectives of Final Report and its associated recommendations as well as the Manx Care Act 2021.</p>

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	<p>in providing expertise and input into the development and assurance of Manx Care’s Mandate and annual plans.</p> <p>13.4 All Partnership Board members are expected to uphold and support the vision, aims and objectives of Final Report and its associated recommendations as well as the Manx Care Act 2021.</p> <p>13.5 Individuals, teams and organisations will not undermine, overturn or fail to implement collective agreements or decisions made by the Partnership Board.</p>	
<p>14 Conflicts of Interest</p>	<p>14.1 The members of the Partnership Board will fully comply with Isle of Man Government guidance and arrangements for managing conflicts and potential conflicts of interests in such a way as to ensure that they do not and do not appear to affect the integrity the Board’s decision making processes.</p> <p>14.2 The Chair is responsible for managing conflicts of interest at each Board meeting, with any conflicts being declared by the appropriate member ahead of any discussion.</p> <p>14.3 If the Chair has a conflict of interest then Partnership Board members will be responsible for deciding the appropriate course of action.</p> <p>14.4 At the start of the meeting, the Chair will invite members to declare if they have any conflicts of interest with the business to be conducted, including previously declared interests.</p> <p>14.5 The Chair will decide any necessary course of action to manage a declared conflict of interest as advised by the Isle of Man Government guidance.</p> <p>14.6 Any declared conflicts of interest will be recorded in the minutes along with any action taken, in a form as required by the Isle of Man Government guidance.</p>	<p>14.1 The members of the Manx Care Board will fully comply with Isle of Man Government guidance and arrangements for managing conflicts and potential conflicts of interests in such a way as to ensure that they do not and do not appear to affect the integrity the Board’s decision-making processes.</p> <p>14.2 The Chair is responsible for managing conflicts of interest at each Board meeting, with any conflicts being declared by the appropriate member ahead of any discussion.</p> <p>14.3 If the Chair has a conflict of interest, then the Vice-chair will be responsible for deciding the appropriate course of action.</p> <p>14.4 At the start of the meeting, the Chair will invite members to declare if they have any conflicts of interest with the business to be conducted, including previously declared interests.</p> <p>14.5 The Chair will decide any necessary course of action to manage a declared conflict of interest as advised by the Isle of Man Government guidance.</p> <p>14.6 Any declared conflicts of interest will be recorded in the minutes along with any action taken, in a form as required by the Isle of Man Government guidance.</p>
<p>15 Board Decision-Making</p>	<p>15.1 The aim of the Board is to support DHSC and Manx Care in the integrated planning and assurance of high-quality, sustainable health and care services for the Island, as part of ensuring better health and wellbeing for individuals and communities.</p>	<p>15.1 The aim of the Board is to achieve consensus decision-making wherever possible.</p>

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		<p>15.2 Nothing in these terms of reference should therefore be inferred to infringe on the specific responsibilities and duties of DHSC and Manx Care, as detailed in the Manx Care Act 2021.</p> <p>15.3 In the event that the Chair deems a vote required, each member of the Board will be given a single vote.</p> <p>15.4 If necessary, a vote will be passed with a simple majority of the votes of members present. In the case of an equal vote, the Chair shall have a second and casting vote.</p> <p>15.5 The result of the vote will be recorded in the minutes.</p> <p>15.6 All decisions taken in good faith at a meeting of the Board shall be valid even if there is any vacancy in its membership or, it is discovered subsequently, that there was a defect in the calling of the meeting, or the appointment of a member attending the meeting.</p>	<p>15.2 The Board is unitary in nature, including both executive and non-executive directors meeting with joint and several liability for Manx Care.</p> <p>15.3 Each member of the Board will be given a single vote.</p> <p>15.4 If necessary, a vote will be passed with a simple majority of the votes of members present. In the case of an equal vote, the Chair shall have a second and casting vote.</p> <p>15.5 The result of the vote will be recorded in the minutes.</p> <p>15.7 All decisions taken in good faith at a meeting of the Board shall be valid even if there is any vacancy in its membership or, it is discovered subsequently, that there was a defect in the calling of the meeting, or the appointment of a member attending the meeting.</p>
16	Secretariat	<p>16.1 DHSC will ensure the provision of a Secretary to the meeting who shall attend to take minutes of the meetings and provide appropriate administrative support to the Chair and Partnership Board members.</p> <p>16.2 The Chief Executive of DHSC will be responsible for supporting the Chair in the management of the Partnership Board's business and for drawing the Partnership Board's attention to best practice, national guidance and other relevant documents as appropriate.</p> <p>16.3 The Secretary will ensure relevant aspects of the minutes of the Partnership Board are communicated to all Isle of Man Government Departments and relevant stakeholders.</p>	<p>16.1 Manx Care will ensure the provision of a secretariat function to the meeting to take minutes and provide appropriate administrative support to the Chair and Manx Care Board members.</p> <p>16.2 The Chief Executive of Manx Care will be responsible for supporting the Chair in the management of the Manx Care Board's business and for drawing the Manx Care Board's attention to best practice, national guidance and other relevant documents as appropriate.</p> <p>16.3 The Board Secretary will ensure minutes of the Manx Care Board are communicated to DHSC, to the Partnership Board, as well as internally to relevant functions and teams within Manx Care as appropriate.</p>
17	Review	<p>17.1 The Board will self-assess its performance on an annual basis, normally starting each January, referencing its workplan to ensure that the business transacted in meetings has effectively discharged the duties as set out in the Terms of Reference.</p> <p>17.2 These terms of reference will be reviewed annually by the Board membership. Any proposed significant changes to the</p>	<p>17.1 The Board will self-assess its performance on a bi-annual basis, normally starting each January, referencing its workplan to ensure that the business transacted in meetings has effectively discharged the duties as set out in the Terms of Reference.</p> <p>17.2 These terms of reference will be reviewed annually by the Manx Care Board membership. Any proposed significant changes to</p>

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	Terms of Reference and responsibilities will be presented to the Council of Ministers for approval.	the Terms of Reference and responsibilities will be presented to DHSC for approval.