

ODN Governance

Memorandum of Understanding – Hosting Agreement for the Operational Delivery Network (ODN) as part of the Spinal Services Operational Delivery Network for South Wales, West Wales and South Powys

This Memorandum of Understanding is made on **insert date**

Between

SWANSEA BAY UNIVERSITY HEALTH BOARD as host of ODN  
1 Talbot Gateway, Baglan Energy Park, Baglan, Port Talbot  
SA12 7BR

and

ANEURIN BEVAN UNIVERSITY HEALTH BOARD  
Headquarters, Headquarters, Lodge Road, Caerleon, Newport  
NP18 3XQ

CARDIFF AND VALE UNIVERSITY HEALTH BOARD  
Headquarters, Cardigan House, University Hospital of Wales, Heath Park, Cardiff  
CF14 4XW

CWM TAF MORGANNWG UNIVERSITY HEALTH BOARD  
Headquarters, Ynysmeurig House, Navigation Park, Abercynon, Rhondda Cynon  
Taff CF45 4SN

HYWEL DDA UNIVERSITY HEALTH BOARD  
Headquarters, Ystwyth Building, Hafan Derwen, St Davids Park, Jobswell Road,  
Carmarthen SA31 3BB

POWYS TEACHING HEALTH BOARD  
Headquarters, Glasbury House, Bronllys Hospital, Brecon, Powys LD3 0LU

SWANSEA BAY UNIVERSITY HEALTH BOARD Headquarters, 1 Talbot Gateway,  
Baglan Energy Park, Baglan, Port Talbot SA12 7BR

WELSH AMBULANCE SERVICE NHS TRUST  
Headquarters, Ty Elwy, St. Asaph Business Park, St Asaph, Denbighshire, Wales,  
LL17 0LJ

VELINDRE UNIVERSITY NHS TRUST

Headquarters, Velindre University NHS Trust, Unit 2, Charnwood Court, Parc  
Nantgarw, Nantgarw, Cardiff, CF15 7QZ

Collectively established as the Spinal Services Operational Delivery Network for  
South Wales, West Wales and South Powys

- (1) Swansea Bay University Health Board has been identified as the host health board to establish and manage the Operational Delivery Network (ODN). The primary purpose of the ODN is to provide the management function for the network, to maintain and coordinate patient flow across the spinal pathway, lead the development, and coordinate implementation and delivery of standards and pathways, and promote and support cross-organisational and clinical multi-professional collaboration. Further detail of the role and responsibilities of the ODN are described in paragraph 2 below.
- (2) This Memorandum of Understanding (MoU) should be read in conjunction with the board paper that was approved by each ODN member health board in \*\*\*\* 2022.
- (3) The purpose of this MoU is to outline what the accountability arrangements and resulting responsibilities will mean for both SBUHB and all ODN member organisations.

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## 1. Background

1.1. The vision for the establishment of the Spinal Services Operational Delivery Network (ODN) is to enhance patient outcomes and experience, by maintaining and coordinating patient flow across the spinal pathway. The network will improve patient outcomes by developing a Value-Based healthcare approach to the management of spinal disorders, delivering care at the most effective part of the pathway. The network will be a partnership between participating organisations, working collaboratively to achieve this common goal and purpose. The aim is to develop an inclusive, collaborative, world leading spinal services network, with quality improvement, informed through evidence-based medicine and lessons learnt from others.

1.2. The programme for the Spinal Services ODN was established, following full endorsement by all six health boards in the region, of the following recommendations made by the South and West Wales spinal surgery project:

- An Operational Delivery Network should be established with the operational authority to:
- maintain and coordinate patient flow across the spinal surgery pathway (elective and non-elective).
- lead the development, and coordinate implementation and delivery of standards and pathways.
- promote and support cross-organisational and clinical multi-professional collaboration.

1.3. Swansea Bay University Health Board (SBUHB) was designated as the host of the Operational Delivery Network (ODN). The primary purpose of the ODN is to maintain and coordinate patient flow across the spinal pathway, lead the development, and coordinate implementation and delivery of standards and pathways, and promote and support cross-organisational and clinical multi-professional collaboration.

## 2. Responsibilities of Swansea Bay University Health Board (SBUHB)

2.1. Role of SBUHB as host of the Operational Delivery Network (as distinct from SBUHB as provider of Spinal Services) is to manage the ODN in line with the service specification: CP Spinal Services Operational Delivery Network as prepared by the Welsh Health Specialised Services Committee (WHSSC), commissioner of the ODN on behalf of:

- ANEURIN BEVAN UNIVERSITY HEALTH BOARD

Headquarters, Headquarters, Lodge Road, Caerleon, Newport  
NP18 3XQ

- CARDIFF AND VALE UNIVERSITY HEALTH BOARD

Headquarters, Cardigan House, University Hospital of Wales, Heath Park, Cardiff  
CF14 4XW

- CWM TAF MORGANNWG UNIVERSITY HEALTH BOARD  
Headquarters, Ynysmeurig House, Navigation Park, Abercynon,  
Rhondda Cynon Taff CF45 4SN
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- POWYS TEACHING HEALTH BOARD  
Headquarters, Glasbury House, Bronllys Hospital, Brecon, Powys LD3  
0LU
- SWANSEA BAY UNIVERSITY HEALTH BOARD  
Headquarters, 1 Talbot Gateway, Baglan Energy Park, Baglan, Port  
Talbot SA12 7BR

2.2. To undertake the role and responsibilities as detailed below:

### **Service Specification**

- The specifications will need to be in place before the ODN becomes operational (i.e. before Day 1). Each element will be ongoing from the point of implementation, unless otherwise stated.
- Essential - These aspects are considered essential and are critical to the successful delivery of the ODN and its key investment objectives.

### **Strategic planning**

- Provide professional and clinical leadership across the network.
- Collaborate with other relevant networks to ensure coproduction of phases of pathways that may have cross cutting themes.
- Develop and implement an effective framework for monitoring quality and performance; and to establish a network-wide audit programme.
- Develop a value-based healthcare approach to the management of spinal disorders, delivering care at the most effective part of the pathway, and reducing interventions of limited efficacy.
- Provide advice on future service provision to commissioners and providers, including the commissioning, delivery, designation of regional and supra-regional spinal services, e.g. in response to changes in legislation or guidance, emerging published evidence or technological developments.

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- Host a risk and issues register and undertake risk and issue management across the network.
- Produce quarterly and annual reports for the Network Board Delivery Assurance Group and WHSSC
- Develop an annual working plan for the network to deliver against the quality and delivery framework.
- Contribute to a comprehensive evaluation programme of the network.
- Develop a longer-term plan (5-10 years) to ensure new capabilities can be brought into core operations as quickly and efficiently as possible.

**Operational delivery**

- The ODN will have the operational authority to maintain, coordinate and when necessary, direct/arbitrate patient flow across the spinal surgery pathway.
- Lead the development, and coordinate implementation and delivery of standards and pathways.
- Ensure improved access and equity of access to spinal services.
- Be responsible for monitoring of day-to-day capacity across the network, agreeing and working to an escalation plan (with agreed thresholds for escalation triggers) both within and across the network to monitor and manage surges in demand.
- Support capacity planning and activity monitoring across the whole of the spinal pathway.
- Support workforce monitoring to ensure minimum standards are met in line with network specifications and policies, for areas providing spinal services across the pathway e.g. FCPs, triage & treat APP/ESP/AMP spinal specific appointments, Spinal surgical hub team junior surgeon and medical/ Orthogeriatric cover.
- Ensure the quality of the network is monitored and subject to a process of continuous quality improvement through clinical audit and peer review.
- Deliver a Spinal Services Network Annual Report and intended work plan to ensure consistent evaluation and development.

**Tactical (local) advice and support to commissioners**

- Development of both clinical and operational policies, and specifications to support the commissioning of spinal services.
- Improved availability of quality and performance data to inform the commissioning of spinal services.

**Improved quality and standards of care**

- Mandate the use of the British Spine Registry across the pathway in line with network and pathway specific specifications.
- Develop and implement network protocols for patients.
- Develop value-based healthcare outcomes
- Deliver a robust clinical governance framework across the ODN.
- Evaluate and ensure consistent revision of policies and protocols where appropriate to support the delivery of spinal services.
- Ensure on-going service improvements and best practice models are embedded and contribute to improved quality performance.
- Ensure on-going workforce establishment infrastructure, training and best practice models are embedded and contribute to improved quality performance e.g. Frailty and medical models.
- Use both clinical and operational process and outcome measures to compare and benchmark providers.
- Deliver an annual quality improvement and audit programme.

**Partnership development**

- Engage with patient representatives and all relevant third sector organisations.
- Promote and support cross-organisational and clinical multi-professional collaboration.
- Link with other relevant networks across NHS Wales and NHS England.
- Embed communication strategies and key communication deliverables.
- Monitor and performance manage active engagement by members in the network to improve performance against agreed outputs.
- Participate in relevant national policy or guideline development.

**Desirable/aspirational areas of development**

- Instigate a research programme for the spinal pathway.
- Instigate a spinal health promotion scheme.
- Support development of spinal networks in other parts of Wales.
- Design and develop an effective and fully integrated digital infrastructure for spinal services.
- Design and develop an effective training and education programme for spinal services across South Wales, West Wales and South Powys.

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- Work with all providers across the spinal pathway to review current practice and evaluate the evidence base for non-surgical and surgical interventions.

2.3. The full draft WHSSC Service Specification is aligned to this document.

Note: the service specification remains draft at the time of writing this MoU, any significant changes in the specification will lead to a change in this document.

2.4. Swansea Bay University Health Board responsibilities continued:

- To have in place appropriate governance arrangements and a Scheme of Delegation as necessary and required on the part of SBUHB to enable the ODN to carry out its duties.
- To hold and manage the budget for the ODN making payments and receiving income as necessary.
- To be the legal entity which enters into agreed procurement arrangements to include, but not restricted to, procurement contracts, quotations, terms of engagement commissioned by the ODN and to ensure that the individuals appointed and employed to support the functions of the ODN.
- To be authorised to appoint lawyers and other professional advisors and to agree the terms and conditions from time to time on behalf of the ODN/MTN.

2.5. SBUHB will *not* be responsible or accountable for the planning, funding or providing of clinical services within the ODN.

2.6. In fulfilling its obligations and responsibilities under this MoU, SBUHB shall not be required to or not do and shall not do or omit to do anything which does not comply with SBUHB's statutory powers and duties, Standing Orders and Standing Financial Instructions, corporate governance requirements generally, procurement requirements or any legal obligations not covered by the foregoing.

### 3. Employment of Staff

3.1. To appoint and employ staff in line with the posts agreed through the Operational Delivery Network (ODN) Board.

3.2. New staff appointed to work within the ODN will be employed by SBUHB, they will be entitled to be treated as any other SBUHB employee. They will be expected to abide by all SBUHB policies, procedures and guidance including, but not limited to, fire safety and health and safety procedures. ODN staff will benefit from access to all applicable policies and procedures including training and development.

3.3. The ODN staff will be accountable for their performance to the Interim Associate Service Director who, for this role, is accountable to the ODN SRO.

3.4. The ODN team will be situated on a non-hospital site.

3.5. ODN staff members will be expected to maintain professional CPD, complete all mandatory training and uphold competencies in line with the requirements of the role.



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- 3.6. ODN staff will be subject to all SBUHB HR policies including annual appraisals/PADR and disciplinary processes.
- 3.7. Where there are unavoidable long term ODN staff absences (> three weeks) network member health boards will contribute to the unplanned costs of cover.

**4. Operational Authority**

- 4.1. Where there is a difference of opinion with patients waiting to be admitted into a spinal surgery service or an inability of a health board to accept a patient back into their 'home' health board, the Network Clinical Director will have the final say on the action to be taken.

**5. Governance Arrangements**

- 5.1. SBUHB will have in place appropriate governance arrangements and schemes of delegation as may be necessary and required on the part of the health board to enable the ODN to carry out its functions.
- 5.2. The ODN will be accountable to the SBUHB for all arrangements pertaining to the running of the ODN. This will include, but not be limited to, employment of staff to work within the ODN, provision of all employment and corporate services, accommodation and training.
  - The ODN will report quarterly into the SBUHB Senior Leadership Team (SLT) meeting to provide assurance and evidence that the service is being delivered in line with expectations.
  - The SRO of the ODN will report twice yearly into the SBUHB Quality and Safety Committee providing assurance on the on-going compliance with the clinical governance requirements of the service specification. This reporting will include a summary of issues escalated via the Network Board (NB) to the Delivery Assurance Group (DAG).
- 5.3. The ODN will be held to account by the Delivery Assurance Group (DAG) for delivery of all elements of the Service Specification. In discharging its accountability role the ODN will:
  - Ensure any significant matters under consideration by the NB are brought to the attention of the DAG.
  - Seek assurance that actions have been taken by health boards and appropriate Executives (Health Board and Commissioners) of any urgent or critical matters that may compromise patient care and affect the operation of the ODN or the reputation of NHS Wales.
- 5.4. The ODN will discharge its responsibilities for delivery via the following framework of meetings:
  - The DAG will meet on a bi-monthly for the first year and quarterly thereafter. The DAG will be chaired by a WHSSC Executive or WHSSC Independent member. Attendance at the DAG will include the ODN Clinical Director and ODN Manager as a minimum.
  - The NB will meet on a monthly basis. Attendance from the ODN will include the ODN SRO, the ODN Clinical Director and service specific

Clinical Leads and the ODN Manager. The NB will be chaired by an independent chair, appointed by Host Organisation. Representation from all of the network health boards (including SBUHB) will include the COO along with senior representation from Welsh Ambulance Services Trust (WAST) and Velindre NHS Trust.

- Note the frequency of the meetings may change, with the agreement of all health boards, depending on the needs of the network.

5.5. The ODN will 'employ' on a sessional basis a Network Clinical Director. This post will not necessarily be clinicians that are substantively employed by SBUHB, rather they are likely to be clinicians employed by other network health boards. Where this is the case, SBUHB will require written confirmation from the substantive employer that all competence monitoring is up to date and that by taking on the sessional responsibility for the ODN they will not be exceeding the Working Time Directive.

## **6. Reporting Arrangements**

6.1. The ODN will discharge its accountability to the DAG via reporting through the Network Board (NB) which will be organised and managed by the ODN.

6.2. Escalation from the NB of clinical concerns will be considered by the DAG and referred to the WHSSC Quality and Patient Safety Sub-Committee as deemed necessary by the DAG in order to provide assurance to the Joint Committee.

## **7. Clinical Governance Arrangements**

7.1. The ODN will not have statutory responsibility for clinical governance arrangements within each health board within the Spinal Services ODN. The ODN will be responsible for ensuring regular and complete reporting into the NB on clinical governance matters relating to the ODN.

7.2. All network health boards will provide the information requirement outlined in the Network Clinical Governance and Quality Improvement Structures document, enabling the ODN to be compliant with reporting requirements.

7.3. All network health boards will provide confirmation to the ODN that clinical governance information and incidents have been reported to own health boards Quality and Safety Committee.

## **8. Data requirements**

8.1. Full details of data sharing requirements as per the Wales Accord on the Sharing of Personal Information (WASPI) has been shared with each health boards Information Officer.

8.2. All organisations will be required to report against parameters set out in the clinical governance policy

8.3. In the event of a SUI involving the ODN, health boards will:

- provide information as required enabling the ODN to complete investigations following SUI;
- Disseminate learning following the outcome of the investigation by the

## ODN

**9. Spinal Services ODN Policies**

9.1. The policies listed below have been developed collaboratively and approved by the ODN Network Board. All health boards are expected to adopt each policy/agreement through their own processes at or before go-live of the ODN.

- Clinical Governance Policy
- Data sharing agreement

9.2. The policies will be accessible on the SharePoint website to all health boards. New policies and updates to existing policies will be developed and approved through the ODN governance structure. Each health board will be responsible for ensuring it has a process in place for receiving and implementing notifications of new policies and updates to existing policies.

**10. Clinical Guidelines**

10.1. All clinical guidelines will be developed collaboratively with the process of development having been approved by the ODN Board. Each health board should acknowledge access to the guidelines.

10.2. The ODN will update the clinical guidelines as required and provide notification to all health boards. Health boards are responsible for having in place a system of receiving updates to clinical guidelines.

**11. Budget and Funding**

11.1. WHSSC will transfer funds to SBUHB on a quarterly basis in advance to allow SBUHB to perform its functions as the Operational Delivery Network, provided that WHSSC may attach conditions to the expenditure of such funds.

11.2. SBUHB will set up and manage an income and expenditure account for the ODN. This includes all income received from WHSSC and health boards and all ODN expenditure. This account will be separate from all other SBUHB funds.

**12. Ownership of Assets**

12.1. All assets (including intellectual property rights) acquired by SBUHB in connection with the ODN shall belong to SBUHB but be held upon trust for the ODN.

12.2. SBUHB shall, to the extent it is legally entitled to do so, transfer ownership and any other rights in such assets to such party or body as the commissioner shall require and within such timescales as are reasonably required.

- 12.3. In the event that any income is derived from such assets or from their disposal, such revenues shall be regarded as part of the ODN income and accounted for accordingly.

### **13. Duty of Care**

- 13.1. SBUHB shall be responsible for ensuring that all reasonable skill, care and diligence are exercised in carrying out those services which it is required to perform under the agreement properly and efficiently in accordance with this Memorandum of Understanding and its overall responsibilities under the National Health Service (Wales) Act 2006 and all other appropriate legislation. SBUHB shall keep the Commissioner informed of any foreseeable or actual changes in circumstances which are likely to affect its ability to comply with the terms of this MoU as the Host health board.

### **14. Legislation**

- 14.1. SBUHB shall ensure that it, and its employees and agents, shall in the course of this MoU comply with all relevant legislation, Welsh Government directions and Guidance and procedures.

### **15. Audit**

- 15.1. SBUHB, through the Shared Services arrangements, will provide an effective independent internal audit function as a key source of its internal assurance arrangements. This will be in accordance with NHS Wales Internal Auditing Standards and any other requirements determined by the Welsh Government.
- 15.2. SBUHB will ensure that relevant external audit arrangements are in place which give due regard to the functions of the ODN.

### **16. Management of Concerns**

- 16.1. Where a matter is received into the ODN and is regarded as an individual concern, SBUHB will only be responsible for the management of those concerns where qualifying liability in Tort is established, which relates to its geographical area of responsibility. In such circumstances, the Chief Executive of SBUHB will be responsible for investigating and responding to the concern in accordance with The National Health Service (Concerns, Complaints and Redress Arrangements) (Wales) Regulation 2011.
- 16.2. Individual concerns received into the ODN and relating to patients resident outside SBUHB's geographical area of responsibility will be referred to the Chief Executive of the health board in the appropriate geographical area.
- 16.3. Where a matter is regarded as a concern and where qualifying liability in Tort has been established, SBUHB will only be responsible for managing the arrangements for redress arising from its own resident population.

- 16.4. Where a matter is considered to be a review of funding decisions it will be dealt with in accordance with the Review Process set out in the All Wales Policy for Making Decisions on Individual Patient Funding Requests (IPFR).

## **17. Management of FOIA/GDPR Requests**

- 17.1. Where a request under the Freedom of Information or General Data Protection Regulations is received by the ODN, the request will be dealt with in accordance with SBUHB's procedures. Where the request is considered to be an issue relating to information which is held by other health boards, then the request will be forwarded to the Board Secretary of the respective health board to respond in accordance with the Freedom of Information Act Code of Practice.

## **18. Dispute**

- 18.1. In the event of a dispute between the ODN and any of the ODN member organisations that cannot be resolved locally, the issue will be referred up to the DAG and if necessary the Joint Committee.
- 18.2. In resolving the dispute, WHSSC will rely on the Business Framework included within its hosting agreement with all health boards in Wales.
- 18.3. A dispute may include non-adherence to this MoU.

## **19. General**

- 19.1. This MoU shall be capable of being varied only by a written instrument signed by a duly authorised officer or other representative of each of the parties.
- 19.2. No third party shall have any right under the Contracts (Rights of Third Parties) Act 1999 in connection with this MoU.
- 19.3. This MoU shall be governed and construed in accordance with the laws of England and Wales. Subject to paragraph 18 above, the parties hereby irrevocably submit to the exclusive jurisdiction of the Courts of England and Wales.
- 19.4. In the event of SBUHB's determining (acting reasonably) that the performance by SBUHB of its obligations under this MoU is having a detrimental effect on SBUHB's ability to fulfil its core functions, SBUHB may instruct the ODN SRO and SBUHB's Chief Executive to review the operation of this MoU.
- 19.5. In carrying out a review of this MoU further to paragraph 19.4 above, the ODN SRO and SBUHB's Chief Executive shall consider the source and manner of any detriment identified by SBUHB's Board further to paragraph 19.4 and shall put forward such amendments and variations to this MoU and the associated governance arrangements between the ODN and SBUHB as they may consider appropriate.
- 19.6. SBUHB's Board shall consider the recommendations made further to paragraph 19.5 and may recommend to the ODN SRO and the Chief

Executive of SBUHB that this MoU and the associated governance arrangements are amended accordingly.

## 20. Abbreviations

CPD	Continued Professional Development
DAG	Delivery Assurance Group
FOIA	Freedom of Information Act
GDPR	General Data Protection Regulations
IPFR	Individual Patient Funding Request
MoU	Memorandum of Understanding
NB	Network Board
OD	Operational Delivery Network
QI	Quality Improvement
SBUHB	Swansea Bay University Health Board
SRO	Senior Responsible Officer
WAST	Welsh Ambulance Service Trust
WHSSC	Welsh Health Specialist Services Committee