

## SBRI MANAGEMENT BOARD

<b>DOCUMENT TITLE:</b>	SBRI HEALTHCARE GOVERNANCE REVIEW		
<b>AGENDA ITEM:</b>	2.1		
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<b>DATE OF MEETING:</b>	7 November 2018		
<b>EXECUTIVE SUMMARY:</b>			
<p>The board reviewed their governance model last year and a series of actions were considered. The board determined at their July meeting to progress with actions to ensure that the structure of the new board be in place prior to NHS England decisions around re-procurement. This agreement requested that the Lead Director undertake individual conversations with each Academic Health Science Network (AHSN) and make final recommendations for the new governance structure and operational procedures.</p> <p>The board are invited to support the new governance structure set out in this paper and the attached Terms of Reference (ToRs)</p>			
<b>KEY ISSUES TO NOTE OR CONSIDER:</b>			
The new board will need to be operational for the commencement of the new financial year (March 31 2019)			
<b>KEY RISKS OR CONCERNS TO HIGHLIGHT:</b>			
Delaying the decisions could impact on the oversight of the programme post re-procurement			
<b>REPORT RECOMMENDATION:</b>			
The board are invited to support the approach and plan.			
<b>PURPOSE OF THE REPORT (Indicate with 'x' the purpose that applies):</b>			
FOR INFORMATION	FOR DECISION	FOR DISCUSSION	
	X		
<b>KEY AREAS OF IMPACT (Indicate with 'x' all those that apply):</b>			
Financial		Competitions	Communications & Media
Governance	X	Legal & Policy	
Programme Management		Evidence and Impact	
Comments: <i>[elaborate on the impact suggested above]</i>			
<b>PREVIOUS CONSIDERATION:</b>			
Board minutes from 21 May meeting. Board minutes from July meeting			

**A new governance structure:**

Following the discussions and agreed recommendations at the SBRI Healthcare board all AHSNs have individually and collectively been consulted and engaged in the thinking around the new structure. Key stakeholders such as NHS England, industry and Innovate UK have also been consulted and involved.

The following recommendations were agreed:

**Recommendation 1:** Introduce a new more strategically focused board and a wider stakeholder forum - New Terms of Reference (ToR) to be created and agreed to support these new structures.

The Programme Board (Board) to set strategy and confirm priorities of the SBRI Healthcare Programme.

The wider AHSN Stakeholder Forum to be used to test theories and recommendations before presentation to Board for decision. An inclusive membership model to be adopted for the stakeholder forum with all AHSNs participating.

**Recommendation 2:** Finance Audit Risk Committee to provide assurance and exception reporting to the Board.

**Recommendation 3:** Empower the contract management meetings between the contractor and Eastern AHSN to be a formal channel of escalation reporting into the Board.

**Recommendation 4:** Roles and responsibilities of Board members to be clarified. Membership and skills-mix to be redefined and agreed.

**Recommendation 5:** The chair of the Board to be fully supported to shape and set the agenda of each meeting. The chair of the stakeholder forum to be enabled to lead discussions. Both roles to be supported by the National Director and management support team.

**Recommendation 6:** Direct communication from SBRI Healthcare Programme to each AHSN and their respective Boards to be strengthened with the production of a standard report template that provides a snapshot of progress and pipeline.

**AHSN discussions have set out a series key requirements of the new structure:**

The new governance proposals have been shared with each AHSN and the proposals have been agreed by all. The common and agreed requirements of the new governance structure are:

- Retain AHSN leadership of programme
- Reduce AHSN seats on board
- Create AHSN stakeholder forum for wider engagement
- Competition themes to be driven by needs identification process as set out in the innovation exchange
- Competition theme selection needs enhanced by specialist engagement with the clinical leads at NHS England and specialist research support
- Desire to minimise bureaucracy and enhance communications

Draft terms of reference have been prepared and are attached to this paper.

Draft outline role specifications have been prepared and are attached to this paper.

**Decisions of the Board required:**

1. The board are invited to agree the new governance model.
2. The board are invited to agree the new terms of reference for the programme board, the stakeholder forum and any sub-committees of the programme board.
3. The board are invited to agree that the current board continue until the new board is in place (Jan 2019 anticipated)
4. The board are invited to agree that the current board chair continue until the summer of 2019 to support the recruitment of a new chair.

## **Appendix 1**

### **SBRI HEALTHCARE PROGRAMME BOARD**

These terms of reference are designed to support the next license period of the SBRI Healthcare programme, covering the period from Nov 2018 – Dec 2023

#### **1. Purpose and objectives of the programme board**

- 1.1. The SBRI Healthcare programme board has oversight of the SBRI Healthcare programme on behalf of the AHSN network and NHS England.
- 1.2. The programme board will set the strategy of the SBRI Healthcare programme and confirm priorities for theme selection and investments.
- 1.3. The programme board will bring strategic oversight to the development and shaping of the programme.
- 1.4. It will provide oversight and guidance to NHS England as the commissioner and provide insight and guidance to the AHSN network in its operational leadership of the programme.
- 1.5. The programme board will look to develop the SBRI Healthcare programme as a leading innovation programme for NHS England paying due regard to the existing innovation landscape.
- 1.6. The primary purpose of SBRI Healthcare is to transform patients' lives through building successful healthcare businesses with our stated objectives:
  - Improve patient care.
  - Increase efficiency in the NHS.
  - Enable the NHS to access new innovations through research and development that solve identified healthcare challenges and unmet need.
  - Bring economic value and wealth creation opportunity to the UK economy

#### **2. Programme board membership**

- 3 representatives drawn from the AHSNs
  - 2 Industry – to reflect medtech and investment interests (one to be the Chair of the programme board)
  - Representative from NHS England (must include Innovation, Research and Life Sciences group and a finance representative)
  - 2 representatives from OLS/BEIS/Innovate UK /UK Research and Innovation (UKRI)
  - The SBRI Healthcare National Director
- 2.1. Programme board members will be selected on the grounds of skills and relevant experience from within the constituent groupings. The selection process is set out in annex 1
  - 2.2. Programme board members from AHSNs and industry will serve for 2-year terms, with the option of renewal. Programme board members can serve a maximum of 6 years on the SBRI Healthcare programme board. The renewal of members will rotate to ensure a balance between continuity and new ideas.
  - 2.3. The chair will be selected as a representative of the Industry community but appointed on an independent basis.

#### **3. Decision making**

- 3.1. A minimum of 6 programme board members will need to be present for business to be transacted and the meeting to be quorate. Within the 6 there will need to be at least 1 NHS England representative, and 1 AHSN representatives and at least two representatives from the other constituent parts.
- 3.2. Decisions will be made predominantly by consensus with the chair determining if a vote is required. If a vote is determined necessary, all programme board members present will be party to the vote and in the event of a tie the chair will hold the casting vote.
- 3.3. Decisions of the programme board will be communicated to NHS England as the commissioner of the programme.

- 3.4. Programme board members are expected to operate as individuals not as agents of their constituent bodies but to bring the views of their constituent bodies to the programme boards consideration and to reflect the decisions of the SBRI Healthcare programme board back to their member bodies.
- 3.5. When determining competition themes – the programme board will take account of the views from the AHSN stakeholder forum in their decision making. The programme board will feedback to the AHSN stakeholder forum to ensure a complete loop of understanding.

#### **4. Responsibilities**

- 4.1. The programme board is responsible for bringing oversight of the SBRI Healthcare programme and providing this understanding to NHS England, the commissioners. It will provide guidance and advice to NHS England and support the management contract holders in their connections to the AHSNs and wider NHS family.
- 4.2. From time to time, with the agreement of the AHSN network chair, it will attend the AHSN network chief officers meeting and provide updates to the AHSN network.
- 4.3. The programme board is not required to oversee the delivery of the programme contract, NHS England has contract meetings and review processes for this contractual oversight, but it will provide NHS England and the AHSNs with insight and a richer understanding as to the contract delivery of the programme.
- 4.4. The programme board will be advocates for the SBRI Healthcare programme and will promote the programme as part of their work but particularly to innovators, the NHS, the wider health and care family and those across government with an interest in life science innovation and economic growth.
- 4.5. The programme board will be the primary decision maker in respect of theme selection and it will recommend to NHS England what competition themes should be determined.
- 4.6. Where the programme board feels it is necessary to escalate a matter it will initially raise this with the Deputy Director of Life Sciences at NHS England. If the Chair considers it appropriate they will then seek to raise this with the Director for Innovations, Research and Life Sciences.

#### **5. Meetings**

- 5.1. The programme board will meet 6 times a year – with meetings arranged to avoid August and December where possible. Meetings are likely to take approx. 2.5 hours and will be called at the request of the chair.
- 5.2. Programme board members will be provided with a minimum of 6 weeks' notice of programme board meetings and papers will be distributed at least one week prior to the meeting.
- 5.3. If it is necessary to hold an ad hoc meeting or emergency meeting the programme board chair will seek the views of all programme board members and an emergency meeting can be arranged with a minimum of 7 days' notice by agreement with at least 6 members of the programme board.
- 5.4. Programme board members are encouraged to attend the meetings in person – but arrangements will be made for electronic/telephone attendance.

#### **6. Papers and presentations**

- 6.1. The secretariat to the programme board will be provided by the management support to the programme. The secretariat will take a formal minute of the meeting and these minutes will be considered at the subsequent programme board for accuracy.
- 6.2. An action log will be compiled and considered at each meeting.
- 6.3. All board members will be required to sign a declaration of interest's form – indicating any relevant commercial or pecuniary interests and indicate at the start of any programme board meeting any conflicts arising from the matters to be considered in the programme board meeting.
- 6.4. All board members will be required to sign a confidentiality agreement agreeing to respect the confidential nature of the work.
- 6.5. Papers will be marked for decision, discussion or information. Programme board members will be advised in the paper of any consequential implications, any fiscal or legal implications and any matters of policy or

governance that they need to take account of in their consideration. Decision papers will be itemised first on the agenda, after the minutes are considered.

- 6.6. Where items are presentations or verbal reports this will be indicated on the agenda.
- 6.7. Decisions of the board will be recorded in the minutes. Actions required will be captured in the action log.
- 6.8. Where matters of the board are considered confidential this will be clearly marked on the papers and board members will be required to respect the confidential nature of the information shared.

## **7. Reporting and monitoring**

- 7.1. The programme board will make available its minutes, agenda and any items that are not of a confidential nature to NHS England, and the AHSNs. The board will determine if other parties, such as BEIS, UKRI or ABHI, can access the programme board information.
- 7.2. The programme board will provide its minutes and actions to NHS England. The NHS England representative will indicate if further information is required by NHS England.
- 7.3. The programme board will provide a regular report to the AHSN network. The timing and content of this will be agreed with the AHSN network chair.

## **8. Delegating tasks and powers**

- 8.1. The AHSN stakeholder forum is a mechanism for the AHSNs to develop and secure their engagement in the SBRI Healthcare programme. The forum will operate as a parallel engagement mechanism for the board. It will make recommendations to the board in respect of theme selection – but it will not act as a sub-committee of the board as it may seek to address other AHSN business during its meeting.
- 8.2. The programme board will determine where it considers it is appropriate to establish any sub-committee.
- 8.3. If established the sub-committee will report to the programme board and will have at least two board members in its membership. External members to sub-committees will be determined by the sub-committee in agreement with the board.
- 8.4. All sub-committees will have their terms of reference, responsibilities and decision-making processes agreed at the outset with the programme board.

## **9. Review of the programme board**

- 9.1. A limited in scope review of the programme board will be conducted by the chair, NHS England and the SBRI Healthcare National programme director at least once a year.
- 9.2. The Terms of reference will be reviewed every two years.
- 9.3. A full review of the programme board will be conducted with independent assistance after four years have been completed or as appropriate to inform the next licence period so that this review will guide NHS England as to the appropriate governance structure.

## **Annex 1**

### **Appointment of SBRI Healthcare programme board members.**

#### **The industry board members will be appointed as follows:**

Two members of the board will be recruited to represent industry and commercial interests.

One of these will be selected to be the chair of the board.

Key requirements for the industry board members will be:

- An ability to evidence leadership of the MedTech/Biotech/Digital sector - potentially as a trade body representative or similar
- An ability to evidence leadership of early stage investment decision making – from Venture Capital, Angel or similar experience
- An ability to apply research and learning around early stage innovation development
- An ability to evidence understanding of the NHS innovation landscape.
- Experience of advocacy and leadership in a policy environment.

A full job description will be prepared. The selection panel will include the National Director, the chair of AHSN Network chairs or his/her nominee and an NHS England representative.

Remuneration for the SBRI Healthcare programme board chair will be considered.

#### **The AHSN board members will be appointed as follows:**

AHSN candidates wishing to join the board are invited to apply to the chair.

Key requirements for the AHSN board members will be:

- An ability to evidence leadership of the MedTech/Biotech/Digital sector
- An ability to evidence understanding and ideally experience of early stage investment decision making
- An ability to evidence understanding of the NHS innovation landscape.
- An ability to apply research and learning around early stage innovation development
- Experience of advocacy and leadership in a policy environment.

A full job description will be prepared. The selection panel will include the National Director, the Chair of the SBRI Healthcare programme board and an NHS England representative.

**NHS England board members** – NHS England (the Director for Innovation and Life Sciences) will nominate a representative to lead the commissioning interests of NHS England. The representative will connect the board to other key leaders – such as clinical leaders. A representative from the finance department of NHS England will also be invited to join the board.

**OLS/BEIS /UKRI/Innovate UK** – 2 representatives from OLS/BEIS/Innovate UK will be determined in agreement with OLS/BEIS. The representatives will connect the board to other key leaders across these lead departments.

## **Sub-committee of the programme board**

Where the programme board determines it will have a sub-committee the following framework will be utilised.

### **1. Purpose and objectives of the sub-committee**

- 1.1. The sub-committee will report to the board on the specific purpose outlined. It can be established as a task and finish group or as a standing committee.

### **2. Membership**

- 1.1. The membership of the sub-committee will include a minimum of two board members. External members can be co-opted onto the sub-committee, but it will be clear why this specific expertise is sought.
- 1.2. The membership and the process for the selection of the sub-committee will be agreed at the programme board prior to the sub-committee's establishment. The chair of the sub-committee and the process for their selection will be agreed at the programme board prior to the sub-committee's establishment.

### **3. Decision making**

- 3.1. The sub-committee will report to the board on the specific purpose outlined providing recommendations for decision at the board. Where the group is a standing committee it may be authorised by the board to lead on items of business – for example, the review of processes and procedures by an audit and risk committee. The chair of the sub-committee will ensure that at the first meeting the sub-committee reviews its terms of reference and remit and provides any comments back to the board to complete the establishment of the committee.

### **4. Meetings**

- 4.1. The sub-committee will meet as agreed in the terms of reference – but this will be no more than 6 times in any one calendar year. The committee will agree the nature of these meetings but facilities for electronic/telephone attendance will be made available.

### **5. Papers and presentation guidelines**

- 5.1. The programme secretariat will support the administration of any standing committee. Where there is a task and finish group agreements for the secretariat will be made in conjunction with the management support to the programme.

### **6. Responsibilities**

- 6.1. The programme board will determine if the sub-committee has specific responsibility for decisions on its behalf. The chair of the sub-committee will report to the programme board over the discharge of these responsibilities and the minutes of any sub-committee will be shared with the programme board. Papers of the sub-committee will be available to all programme board members.
- 6.2. All sub-committee members will be required to sign a declaration of interest's form – indicating any relevant commercial or pecuniary interests and indicate at the start of any meeting of the sub-committee any conflicts arising from the matters to be considered in the programme board meeting.

### **7. Delegating tasks and powers**

- 7.1. The sub-committee will *not* have powers to delegate tasks.

### **8. Reporting and monitoring**

- 8.1. The sub-committee will report to the programme board and escalation will be only to the programme board.

### **9. Review by the programme board**

- 9.1. A review of any standing sub-committee will be conducted each year by the sub-committee with recommendations made to the programme board for any changes to the terms of reference.

AHSN stakeholder forum – the SBRI Healthcare programme needs a mechanism where guidance from the AHSN Innovation Exchanges is fed into the SBRI theme selection. To manage this in conjunction with other requirements of the Innovation Exchange it is proposed that the Innovation Exchange Innovation National Network of the AHSNs will provide the forum for this engagement.

When the Innovation Exchange National Network is meeting to determine themes for the SBRI Healthcare programme it will be invited to address the approach outlined here.

## **1. Purpose and objectives**

- 1.1. The AHSN stakeholder forum is the meeting of all 15 AHSNs with its primary purpose to make recommendations to the SBRI Healthcare programme board as to the theme selection for the SBRI Healthcare programme. It will also provide the programme board of improvements and changes to the way it conducts its business with AHSNs in respect of the SBRI Healthcare programme.

## **2. Membership**

- 2.1. Representatives from each of the 15 AHSNs – each will be nominated by the AHSN chief officer.
- 2.2. The SBRI Healthcare National Director.
- 2.3. The AHSNs will need to take soundings and views from the following areas prior to making recommendations to the board. To facilitate this, they *may* choose to co-opt members from appropriate representative bodies for example:
  - Industry/Trade Associations
  - Patients/ PPI leads
  - Clinical leads – National Clinical Directors
  - Wider innovation landscape – eg Research/procurement leads.
- 2.4. The chair will be elected by the membership. The chair will hold the office of chair for a period of 2 years which may be renewed with a maximum of two times (i.e. 4 years).

## **3. Decision making**

- 3.1. The stakeholder forum will gather views and understandings from the AHSNs to advise the SBRI Healthcare programme board of improvements and changes to the way it conducts its business. It will also provide a sounding board for the AHSN network. If requested by the SBRI Healthcare programme board or NHS England the stakeholder forum can be asked to address specific questions relating to the programme.
- 3.2. The stakeholder forum will feed its comments to the Chair of the SBRI board and the National Director who will ensure the views are shared at the SBRI board.
- 3.3. The stakeholder forum may choose to conduct other non-SBRI Healthcare related business – which is why it is NOT a sub-committee of the board, but when constituted around SBRI Healthcare business it will ensure that a minimum of two-thirds (10) AHSNs agree with the decision.

## **4. Meetings**

- 4.1. The stakeholder forum will meet a minimum of two times in any one calendar year.
- 4.2. In conjunction with the AHSNs and the emergent framework around the Innovation Exchanges (InEx) it may be decided to constitute a section of an existing AHSN meeting to conduct the SBRI Healthcare business. If this is the determination of the AHSN Network, it must be made clear to the participants of their role in making a recommendation to the SBRI Healthcare programme board around competition theme selection and of providing guidance and support for the SBRI Healthcare programme in its connection and operational delivery in conjunction with the individual AHSNs.
- 4.3. When operating as the SBRI Healthcare stakeholder forum the AHSN representatives are required to take soundings from: Industry/Trade Associations, Patients/ PPI leads, Clinical leads – National Clinical Directors. The stakeholder forum can choose to co-opt representatives from these forums if they wish.



## **5. Papers and presentation guidelines**

- 5.1. Items of business that are discharging the engagement of the SBRI Healthcare programme board will be identified as such to the AHSN stakeholder forum and will make clear what recommendations are requested and what the process of consideration will be by the SBRI programme board and NHS England.

## **6. Responsibilities**

- 6.1. The primary responsibility of the stakeholder forum when considering matters of the SBRI Healthcare programme is to recommend competition themes to the programme board.
- 6.2. The stakeholder forum will also review the operations of the SBRI Healthcare programme and provide feedback and comments to the board in respect of operational delivery improvements and AHSN engagement improvements.

## **7. Delegating tasks and powers**

- 7.1. The stakeholder forum will *not* have powers to delegate SBRI Healthcare programme tasks to other bodies without the prior and express agreement of the SBRI Healthcare programme board.

## **8. Reporting and monitoring**

- 8.1. The stakeholder forum will report to the programme board and to the AHSN network. The chair of the stakeholder forum will have a direct communication to the chair of the SBRI Healthcare programme board.

## **9. Review by the stakeholder board**

- 9.1. A review of the stakeholder board will be conducted every second year by the stakeholder board with recommendations made to the programme board for any changes to the terms of reference. The stakeholder board may also make recommendations to the AHSN Network chief officers in respect of the delivery of the SBRI Healthcare programme.

New Governance model:

