

NHS Cheshire & Merseyside ICB

Service Change Panel

Terms of Reference



Compassionate



Inclusive



Working Together



Accountable

Document revision history

Date	Version	Revision	Comment	Author / Editor
08/05/25	1.0	Redraft using the Decommissioning TOR's	Initial draft	Neil Evans
15/05/25	1.1	Refresh aligned to Service change policy	Taking account of feedback	Stephen Woods
22/05/25	1.2	Refresh following amends to the Service Change policy	Taking account of feedback	Stephen Woods
29/05/25	1.3	Feedback on the policy	Minor tweaks to reflect feedback on the associated policy	Stephen Woods
15/07/25	1.4	Clarification on chair and reporting	Minor amends to chair and reporting route	Stephen Woods
28/07/25	1.5	Update to reflect Exec feedback on policy	Minor amends Final edition	Stephen Woods
14/08/25	1.6	Further minor amends to language	Minor amends	Michael Lester

Review due: Given the pace of changed TOR's to be reviewed in November 2025

Approved by the Executive Sub Committee of NHS Cheshire and Merseyside on 28/07/2025

Service Change Panel

Terms of Reference

1. Introduction and Purpose

Introduction

NHS Cheshire and Merseyside is committed to delivering high-quality, sustainable healthcare services. Service Change is undertaken when we wish to implement new or improved services and also when they no longer meet clinical, financial, or operational priorities.

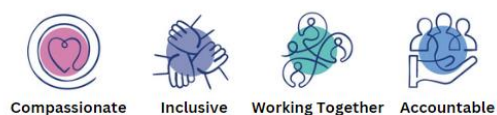
It is essential to ensure that when a recommendation has been made by the ICB to materially change a service, a clearly defined process is followed, with clear lines of accountability and responsibility.

The purpose of this panel is to ensure the steps articulated within the Service Change Policy and Process are adhered to, and ensure proposed changes to the commissioning of services, are undertaken in line with ICB governance, in a safe, fair and transparent manner and to consider and evaluate the wider impact to the population of Cheshire and Merseyside.

The policy addresses the requirement for a robust process, an audit trail and appropriate approval in line with Legislation and internal governance, in the face of potential appeals and legal challenges.

This policy applies to both internal and external service change proposals and covers all contractual agreements including NHS Standard Terms and Condition of Contracts for Goods and Services, NHS Standard Healthcare Contracts, Grant Agreements, Section 75 and Partnership Agreements. It is important that prior to any termination, consideration is given as to whether legal advice should be sought.

Services under review by the Service Change panel may be identified through:



- Performance monitoring.
- National or regional policy changes.
- Stakeholder feedback.
- Financial or clinical sustainability concerns including where identified as part of a cost improvement programme.
- Procurement/provision inefficiencies or opportunities for at-scale savings.
- Unwarranted Variation across services or geographic footprints: Services must be reviewed collectively to ensure equity across all population of Cheshire and Merseyside, reducing risks of duplication or disparities.
- Supplier Equity: Decisions must consider their impact on suppliers and providers to avoid creating inequitable opportunities or market distortions or unwarranted variation in how we contract with suppliers.

Purpose

The Service Change panel is established by NHS Cheshire and Merseyside Integrated Care Board to ensure decisions are systematic, evidence-based, and equitable.

In the event that service change, and/or disinvestment, is proposed, the ICB recognises that a number of steps will be required prior to a final decision being taken. These include compliance with relevant Legislation, involvement of system partners and stakeholders, consideration regarding involvement and whether a formal consultation is required. The panel can identify and highlight similar initiatives or considerations that need to be considered alongside the proposals.

The panel will also prioritise consistency to maintain equity among suppliers and providers, reduce duplication, and avoid inefficiencies and seek opportunities for at-scale procurement to maximise value for money and equitable supplier engagement as applicable.

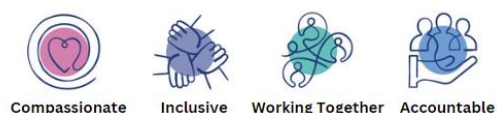
These terms of reference set out the membership, the remit, responsibilities, and reporting arrangements of the panel. They establish a fair, consistent approach that balances financial sustainability, cross-place collaboration, and equitable outcomes for both patients and suppliers/providers. Changes to these Terms of Reference may only be made with the approval of the Executive Committee on behalf of the Integrated Care Board.

2. Role and Responsibilities

Role

The panel will review services under consideration for service change by operating under the following principles (including Dis-investment), ensuring:

- **Transparency:** Transparent and legally compliant decision-making. Decisions and their rationale are publicly documented.
- **Due Consideration** to National standards and guidance (e.g., NICE and relevant Public Sector Procurement Legislation) are adhered to.



- **Adherence** to the processes and service change principles as set out within the policy.
- **Consideration** to the Cheshire and Merseyside holistic service offer and provision and the impact on Unwarranted Variation any proposed change may make.
- **Impact** on the ability to have a consistency of service offer and harmonised specification with local warranted variation as applicable.
- **Maintaining our focus on addressing Inequalities** ensuring there are no barriers to access for those with protected characteristics and understanding the health and wellbeing needs of PLUS and Health Inclusion groups

In reviewing (dis)investment in both clinical and non-core services, commissioning decisions will have due regard to the ICB's strategic objectives, which are:

- Tackling health inequalities in outcomes, experiences and access
- Improving outcomes in population health and healthcare
- Enhancing productivity and value for money
- Helping to support broader social and economic development

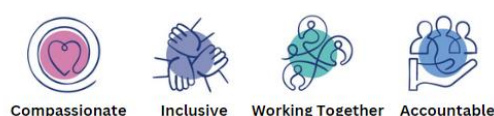
The panel will be responsible for ensuring decisions are based on:

- **Evidence-Based:** Clinical and financial (ensuring Value for Money) evidence will guide recommendations.
- **Equity:** Decisions to consider the needs of diverse population groups, ensure fair outcomes across neighbourhoods and Places, and promote equity among suppliers, providers and resources.
- **Collaboration:** Decisions are aligned across footprints to prevent fragmentation or siloed service withdrawal.
- **Value for Money:** Services are assessed for alignment with procurement efficiencies and cost-effectiveness.
- **Involvement:** Patients, service users, the public, providers, and partners are meaningfully involved as aligning to the statutory requirements. The voice of the patient will be assured through the policy requirements/processes in relation to involvement.
- **Legal obligations:** continued compliance with requirements set out in law.

Service Change Principles:

The Service Change process is guided by the following principles:

- The initiation of a service change proposal is based on demonstrable evidence and a clear rationale.
- Due consideration has been given to any national guidance i.e. NICE guidance including compliance with Technical Appraisals (TA's).
- Appropriate governance and decision-making process.



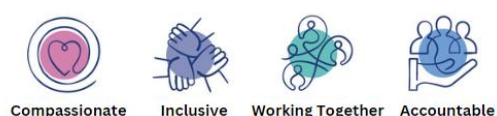
Identifying who needs to be involved (which could include patients and/or carers/family members, the public, and other key stakeholders) and the required level of involvement before any final service change decision is made – this may include retrospective reviews.

- Provider and commissioner obligations outlined within standard contracts and in any relevant national guidance e.g. patient choice.
- Consideration of any adverse impact of the service change decision (these are described in the Service Change Policy Proposal Impact Assessment Form).
- Involvement of the relevant provider(s) as early as possible to allow time to adjust to any proposals (where appropriate and in line with procurement legislation).
- Where the service nature carries value within the local health economy or is a statutory service, alternative provision should be available or commissioned prior to withdrawal of service, where this is feasible.
- Where adverse impact is anticipated, there should be a detailed implementation plan showing actions and accountabilities including any to mitigate impact.
- Any transition between an outgoing provider and any alternative provider (where this applies) should be managed contractually, in line with Public Procurement Legislation and in the best interests of patients, including communication issues.
- All service change proposals will pay due regard to addressing inequality ensuring that there is no negative impact making sure that there is no unequal treatment or discrimination or inequality of access on the basis of age, disability, gender reassignment, race, religion or belief and sexual orientation.
- Involvement - robust stakeholder involvement with clinicians, service users, providers, community groups, partners and Place teams are meaningfully involved.

Responsibilities

The panel will Review and Evaluate whether proposals have:

- Assessed clinical effectiveness, cost-efficiency, impact on patient care and impact to the C&M commissioning offer including **“unintended consequences”**.
- **Engaged Stakeholders:** Including assessing approaches to engaging and/or involving patients, service users, providers, suppliers clinicians, and teams across the ICB/ICS as applicable.
- **Mitigated silo risks that could lead to unwarranted variation:** Ensure



collaboration, shared learning, and alignment of plans to prevent inconsistent service delivery.

- **Assess Procurement and Provider Equity:** Evaluate the impact of decisions on suppliers and providers to maintain fair opportunities across all places and in accordance with statutory duties including Public Sector Procurement and Patient Choice Regulations.
- **Provide Recommendations:** Advise whether services should be:
 - Terminated, disinvested in or (De)commissioned fully or partially.
 - Redesigned or replaced with more cost-effective or scalable options.
- **Support Implementation:** Oversee a fair and phased withdrawal or transition of decommissioned services.
- A requirement **for additional capacity/resource** to ensure implementation of the proposed service change i.e. i.e. commissioner input, PMO support, comms and engagement or procurement.

3. Authority

The Service Change panel will be Executive led and is authorised by the ICB Executive Committee to make recommendations on the service change and commissioning/continuation of services.

For the avoidance of doubt, in the event of any conflict, the ICB Standing Orders, standing Financial Instructions and the Scheme of Reservation and Delegation will prevail over these terms of reference other than the panel being permitted to meet in private.

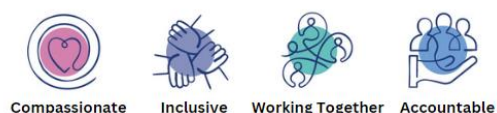
4. Membership & Attendance

Membership

The Service Change Panel membership shall be confirmed by the Executive Committee of NHS Cheshire and Merseyside via approval of the Service Change Panel Terms of Reference and in accordance with the NHS Cheshire and Merseyside Constitution.

The Panel Membership will be composed of:

- **Chair:** Assistant Chief Executive
- **Vice Chair:** Deputy Medical Director
- **Clinical Lead(s):** Including expertise from the specialty under review as applicable.
- **Population Health Representative:** For population health impact analysis.
- **Finance Representative:** To evaluate cost/savings implications and opportunities.
- **Commissioning Service-Specific Experts:** with expertise in service change approaches



- **Quality lead(s):** to ensure all decisions reflect the core elements of Quality.
- **Contracting and Procurement Specialist:** To identify and advise on at-scale procurement opportunities, value for money, contractual termination processes and supplier equity considerations.
- **Equality Diversity and Inclusion (EDI):** Expert in EIA to ensure our Public Sector Equality Duty (PSED) responsibilities.
- **Communications and Engagement Specialist:** with expertise in statutory duties in relation to consultation and involvement and will provide an assessment of submitted proposals and advise on the level and scope of involvement.
- **Provider Collaborative representative/s;** to consider any unintended consequences of any changes on NHS Providers
- **General Practitioner** - to consider if proposals to consider the impact on Primary Care (Note: dependent on proposal other Primary Care Sector representatives may be invited)

Attendees

Only members of the Service Change Panel have the right to attend panel meetings, but the Chair may invite relevant staff and individuals to the meeting as necessary in accordance with the business of the Panel.

Meetings of the Panel may also be regularly attended by additional individuals who are not members. Such attendees will not be eligible to vote.

The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of matters.

5. Meetings

5.1 Leadership

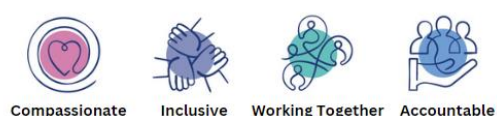
The Panel shall be chaired by the Assistant Chief Executive supported by the Vice Chair. Panel members may appoint a Vice Chair from amongst its standing members.

If the Chair, or Vice Chair, is unable to attend a meeting, they may designate an alternative member of the Panel to act as Chair.

If the Chair is unable to chair an item of business due to a conflict of interest, the Vice Chair will be asked to Chair the meeting. On the occasion where both the Chair and Vice Chair are unable to Chair an item due to a conflict of interest, then another member of the Panel, without any conflicts, will be asked to chair the Meeting for that item. Where these requirements are unable to be met the meeting item will need to be deferred.

The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these Terms of Reference.

5.2 Quorum



A meeting of the Panel is quorate if the following are present:

- **Chair or Vice Chair**
- **Quality / Clinical Lead**
- **Provider Collaborative Lead**
- **Commissioning Representative**
- **Contracting and Procurement Specialist**
- **Finance Lead**
- **Equality Diversity and Inclusion EDI lead (expert in EIA)**
- **Communications and Engagement Specialist**

If any member of the Panel has been disqualified from participating on an item in the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.

Papers should be shared with all members, or their nominated deputy, in order that they can either arrange for a nominated replacement to attend or to allow them to share comments with the Chair to ensure their views are considered in any decisions or recommendations.

5.3 Decision-making and voting

Decisions will be taken in accordance with the Standing Orders and Operational Standing Orders of NHS Cheshire and Merseyside and within the authority as delegated to the Panel and its members.

The Panel will ordinarily reach conclusions by consensus. Only members of the Panel may vote. Each member is allowed one vote, and a majority will be conclusive on any matter. When this is not possible this will be escalated to the Executive Committee.

If a decision is needed, which cannot wait for the next scheduled meeting, the Chair may conduct business on a '*virtual basis*' through the use of telephone, email or other electronic communication'. Decisions will be recorded and formally minuted and ratified at a subsequent meeting of the Panel.

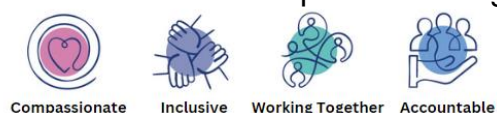
5.4 Frequency and meeting arrangements

The Panel will meet in private.

The Panel will meet fortnightly. Additional meetings may take place as required.

At its first meeting (and at the first meeting following each subsequent anniversary of that meeting) the Panel shall prepare a schedule of meetings for the forthcoming year that will be revised based on the expected pipeline of schemes for consideration ("the Schedule").

Members may call for a special meeting of the Panel outside of the Schedule as they see fit, by giving notice of their request to the Chair. The Chair may, following consultation with the Panel members, confirm the date on which the special meeting



is to be held and then issue a notice giving not less than one week notice of the special meeting.

The Panel may meet virtually and members attending using electronic means will be counted towards the quoracy.

A standard format will be required for papers to be presented to the panel. This will ensure key information is considered in developing a proposal and in order that compliance with standing orders and Scheme of Operational Delegated Limits are applied consistently.

6. Administrative Support

The Panel shall be supported by the ICB Central PMO. This will include ensuring that:

- the agenda and papers are prepared and distributed having been agreed by the Chair
- good quality minutes are taken in accordance with the standing orders and agreed with the chair and that a record of matters arising, action points and issues to be carried forward are kept
- MS Teams functionality is utilised to support the creation of meeting transcripts and subsequent minutes and actions
- the Chair is supported to prepare and deliver reports to the Executive Committee.
- the Panel is updated on pertinent issues / areas of interest / policy developments; and
- action points are taken forward between meetings.

7. Accountability and Reporting

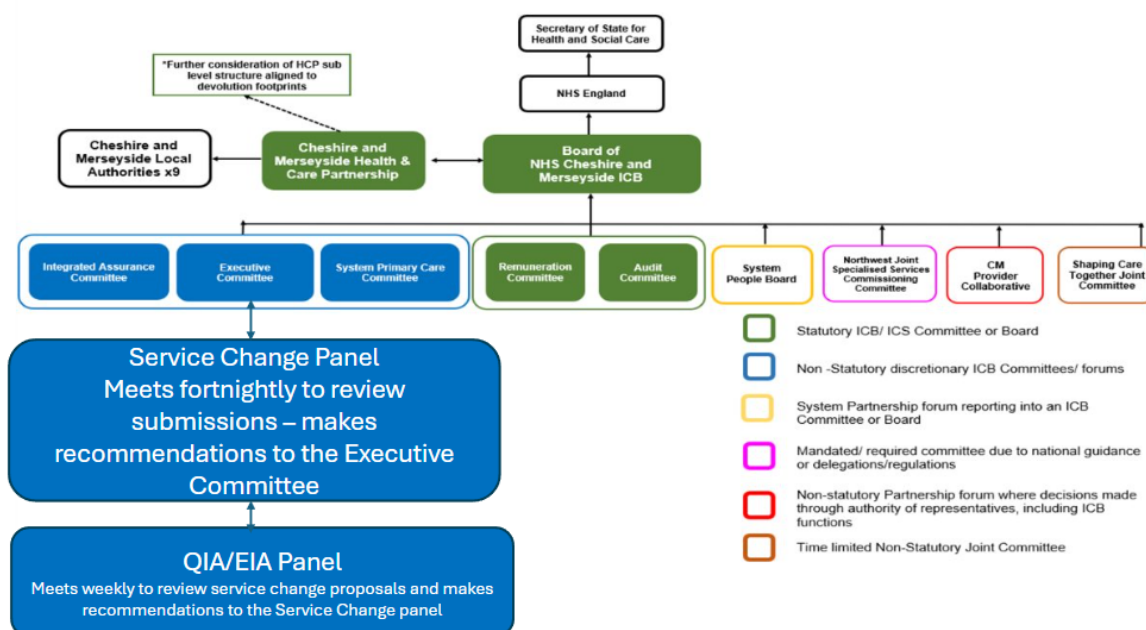
The Service Change Panel is accountable to the Executive Committee and shall report decisions/recommendations where appropriate to the Finance, Control & Oversight Group (FCOG) on how it discharges its responsibilities and any recommendations made by the panel.

The panel will ensure that any proposals have:

- Evidence-based recommendations.
- Risk assessments, including equality and quality impact.
- A plan to ensure cross-place alignment and prevent fragmented service change.
- An evaluation of procurement and value-for-money considerations.
- An assessment of impacts on suppliers and providers, ensuring consistent, equitable treatment.
- An implementation plan for approved changes.

The Chair will provide assurance reports to the Executive Committee.

Service Change Panel and its relationship with the proposed new governance structure



8. Behaviours and Conduct

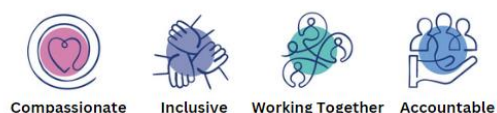
Members will be expected to conduct business in line with the NHS Cheshire and Merseyside ICB values and objectives and the principles.

Members of, and those attending, the Panel shall behave in accordance with NHS Cheshire and Merseyside ICB constitution, Standing Orders, and Standards of Business Conduct Policy.

All members shall comply with the NHS Cheshire and Merseyside Managing Conflicts of Interest Policy at all times. In accordance with the NHS Cheshire and Merseyside policy on managing conflicts of interest, Panel members should:

- Inform the chair of any interests they hold which relate to the business of the Panel.
- Inform the chair of any previously agreed treatment of the potential conflict / conflict of interest.
- Abide by the chair's ruling on the treatment of conflicts / potential conflicts of interest in relation to ongoing involvement in the work of the Panel.
- Inform the chair of any conflicts / potential conflicts of interest in any item of business to be discussed at a meeting. This should be done in advance of the meeting wherever possible.
- Declare conflicts / potential conflicts of interest in any item of business to be discussed at a meeting under the standing "declaration of interest" item.
- Abide by the chair's decision on appropriate treatment of a conflicts / potential conflict of interest in any business to be discussed at a meeting.

As well as complying with requirements around declaring and managing potential conflicts of interest, Panel members should:



- Comply with NHS Cheshire and Merseyside policies on standards of business conduct which include upholding the Nolan Principles of Public Life
- Attend meetings, having read all papers beforehand
- Arrange an appropriate deputy to attend on their behalf, if necessary
- Act as 'champions', disseminating information and good practice as appropriate
- Comply with the NHS Cheshire and Merseyside administrative arrangements to support the Committee around identifying agenda items for discussion, the submission of reports etc.

Equality diversity and inclusion

Members must demonstrably consider the equality, diversity, and inclusion implications of decisions they make.

9. Review

The Panel will review its Terms of Reference after 3 months to reflect system changes, evolving priorities and best practice.

Any proposed amendments to the terms of reference will be submitted to the Executive Committee for approval.