

Quality Committee

Terms of Reference

**(Approved by the Committee in December 2021
Ratified by the Board of Directors in January 2022)**

1 NAME OF GROUP

The name of this committee is the Quality Committee.

2 COMPOSITION OF THE COMMITTEE

The members of the committee and those who are required to attend are shown below together with their role in the operation of the committee.

Members

Title	Role in the committee
Non-executive Director	Committee Chair
Non-executive Director	Deputy Chair
Director of Nursing, Professions and Quality and Director of Infection Prevention and Control	Executive Director lead for quality. Chair of the: Patient Experience Group; Trustwide Safeguarding Group; Professional and Nursing Council; and Infection Prevention Control and Medical Devices Group. Assurance and escalation provider to the Quality Committee.
Chief Operating Officer	Executive Director with responsibility for oversight and delivery and development of Care Services. Assurance and escalation provider to the Quality Committee.
Medical Director	Joint executive lead for quality. Medical input and Chair of the Trustwide Clinical Governance Group. Assurance and escalation provider to the Quality Committee.
Director of People and Organisational Development	Staff training and development issues related to quality. Assurance and escalation provider to the Quality Committee.

Title	Role in the committee
Chief Financial Officer	Executive lead for financial resources including Cost Improvement Programmes. Assurance and escalation provider to the Quality Committee. Attendance at meetings will be dependent on the agenda items being discussed.

While specified non-executive directors will be regular members of the Quality Committee any other non-executive can attend the meeting on an ad-hoc basis if they wish and will be recognised as a member for that particular meeting and if necessary will count towards the quoracy.

Attendees

The Quality Committee may also invite other members of Trust staff to attend to provide advice and support for specific items when these are discussed in the Committee's meetings.

These could include, but are not exhaustive to, the following individuals:

- Clinical Directors
- Deputy Director of Nursing
- Head of Nursing and Patient Experience
- Associate Director for Corporate Governance
- Professional and Clinical Leads

2.1 Governor Observers

The role of the governor at Board sub-committee meetings is to observe the work of the Committee, rather than to be part of its work as they are not part of the formal membership of the Committee. The governor observes Board sub-committee meetings in order to get a better understanding of the work of the Trust and to observe non-executive directors appropriately challenging the executive directors for the operational performance of the Trust.

At the meeting the governor observer will be required to declare any interest they may have in respect of any of the items to be discussed (even-though they are not formally part for the discussion). Governors will receive an information pack prior to the meeting. This will consist of the agenda, the minutes of the previous meeting and summaries of the business to be discussed. Governor observers will be invited to the meeting by the Corporate Governance Team. The chair of the meeting should ensure that there is an opportunity for governor observers to raise any points of clarification at the end of the meeting.

2.2 Associate Non-executive Directors

Associate Non-executive Directors will be invited to attend Board Sub-committee meetings as part of their induction. They will be in attendance at the meeting, in the capacity of observer only, unless invited to contribute (in exceptional circumstances) by the Chair. This is so the accountability of the substantive members of the committee is maintained.

Associate NEDs will be invited to meetings by the Corporate Governance Team and will be sent copies of the meeting papers.

3 QUORACY

Number: The minimum number of members for a meeting to be quorate is three. This should comprise at least one non-executive director and one executive director. Attendees do not count towards this number. If the chair is unable to attend the meeting, and if otherwise quorate, the meeting will be chaired by the deputy chair.

Non-quorate meeting: Non-quorate meetings may go forward unless the chair decides otherwise. Any decisions made by the non-quorate meeting must be reviewed at the next quorate meeting.

4 MEETINGS OF THE GROUP

Meetings may be held face-to-face or remotely as is considered appropriate. Remote meetings may involve the use of the telephone and / or electronic conference facilities.

Frequency: The Quality Committee will meet monthly to transact its normal business.

Administrative support: The Corporate Governance Team will provide secretariat support to the Committee.

Minutes: Draft minutes will be sent to the chair for review and approval within seven working days of the meeting.

Papers: Papers for the meeting will be distributed electronically by the Corporate Governance Team seven working days prior to the meeting. Papers received after this date will only be included if decided upon by the chair.

5 AUTHORITY

Establishment: The Quality Committee is a sub-committee of the Board of Directors and has been formally established by the Board of Directors.

Powers: The Quality Committee is constituted as a standing committee of the Trust Board of Directors. The Committee is authorised by the Board to investigate and seek assurance on any activity within its terms of reference.

Cessation: The Quality Committee is a standing committee in that its responsibilities and purpose are not time-limited. It will continue to meet in accordance with these terms of reference until the Trust Board determines otherwise.

6 ROLE OF THE GROUP

6.1 Purpose of the Group

The Quality Committee has responsibility for providing assurance to the Board of Directors on the effectiveness of the:

- Trust's quality and safety systems and processes
- quality and safety of the services provided by the Trust
- control and management of quality and safety related risk within the Trust.

6.2 Guiding principles for members (and attendees) when carrying out the duties of the Quality Committee

In carrying out their duties members of the committee and any attendees of the committee must ensure that they act in accordance with the values of the Trust, which are:

- we have integrity
- we are caring
- we keep it simple.

6.3 Duties of the Quality Committee

The Quality Committee is seeking assurance that:

- systems and processes are effective
- quality of services that the Trust provides is good and continuously improving
- quality of the experience of people using our service is good and continuously improving.

It carries out its duties to provide assurance to the Board of Directors. In addition to this, it is authorised to seek information that will allow it carry out its purpose. It will:

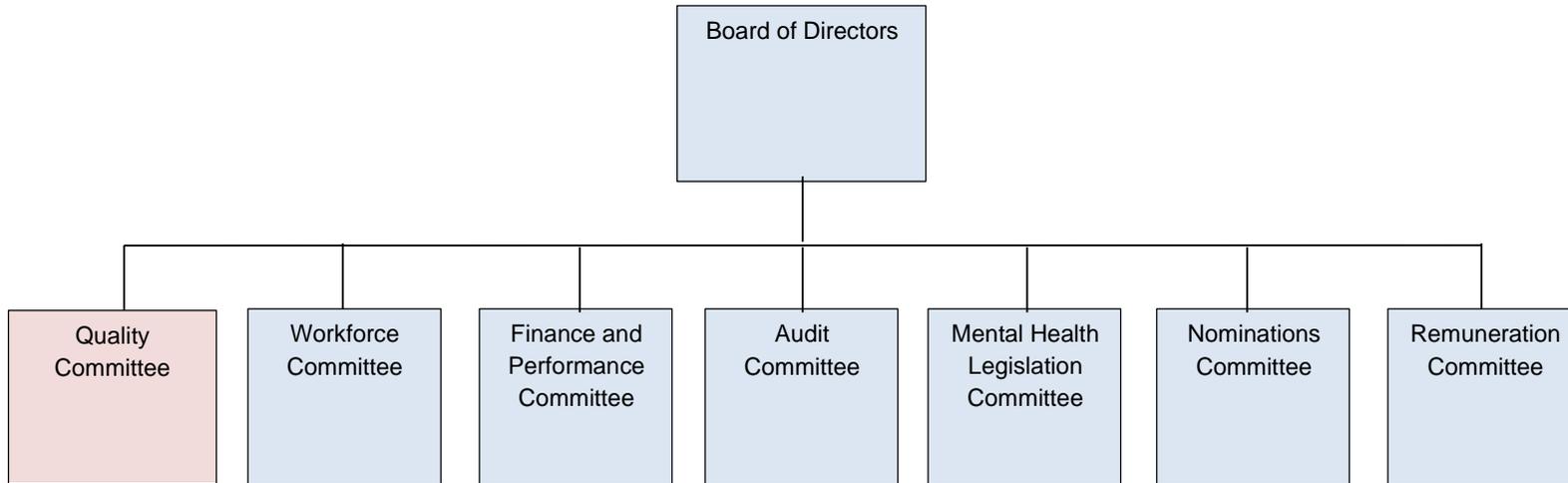
- Seek assurance on systems and processes to ensure monitoring and assessment of the quality and improvements in services
- Seek assurance on the mechanisms to involve service users, carers, the public and partner organisations in improving services
- Seek assurance on the systems for identifying, reporting, mitigating and managing quality and safety related risks including the monitoring of

incidents, investigations and deaths; and complaints, claims, and compliments

- Review the Board Assurance Framework to ensure that the Board of Directors receives assurances that effective controls are in place to manage strategic risks related to any area of the Quality Committees' responsibilities relating to key quality and safety indicators
- Seek assurance on the quality impact assessments for key strategic programs of work
- Receive assurance on the work carried out and reported to the Trustwide Clinical Governance Group, including: Quality Plan; Quality Report; Infection Prevention and Control; Safeguarding; Research and Development; Clinical Audit and NICE; Continuous Improvements; and Measuring outcomes across Trust services
- Receive assurance on activity within operational services that contributes to the understanding and improvement of quality and safety within the Trust.
- Review the draft Internal Audit Annual work plan so it can be assured on the sufficiency of the work the Auditors will carry out in respect of clinical matters. Assurance on this sufficiency (or comments on any matters that should be included) will be provided to the Audit Committee to allow it to approve the overall plan.
- Have oversight of relevant data and specific initiatives in relation to the Equality and Inclusion Agenda as requested by the Board of Directors, recognising the importance of inclusion and accessibility in delivering quality services
- Carry out the role of Perinatal Safety Champion and have assurance oversight of the Trust's Perinatal Service

An assurance and escalation report will be made to the Board of Directors by the Chair of the Committee.

7 Links with Other Committees



The Quality Committee does not have any sub-committees. It is linked to the Trustwide Clinical Governance Group as an assurance receiver. The Quality Committee provides a route of escalation for this group to the Board of Directors. Although this does not preclude any other group being asked to provide assurance.

8 DUTIES OF THE CHAIR

The Chair of the Committee shall be responsible for:

- agreeing the agenda with the Director of Nursing, Quality and Professions
- directing the conduct of the meeting ensuring it operates in accordance with the Trust's values
- giving direction to the Committee secretariat
- ensuring all members have an opportunity to contribute to the discussion
- ensuring the agenda is balanced and discussions are productive, and when they are not productive they are efficiently brought to a conclusion
- deciding when a matter requires escalation to the Board of Directors
- checking the minutes
- ensuring key information is presented to the Board of Directors in respect of the work of the Committee.
- ensuring that governor observers are offered an opportunity at the end of the meeting to raise any points of clarification.

In the event of there being a dispute between any 'groups' in the hierarchy (in the case of this Board sub-committee, this would be between the Board and the Quality Committee and, in recognition of the nature of matrix working between the work of all Board sub-committees, the Quality Committee and any other Board sub-committee) it will be for the chairs of those groups to ensure there is an agreed process for resolution; that the dispute is reported back to the 'groups' concerned; and that when a resolution is proposed regarding the outcome this is also reported back to the 'groups' concerned for agreement.

9 REVIEW OF THE TERMS OF REFERENCE AND EFFECTIVENESS

The terms of reference shall be reviewed by the Committee at least annually, and then presented to the Board of Directors for ratification. This will also occur throughout the year if a change has been made to them.

In addition to this the chair must ensure the Committee carries out an annual assessment of how effectively it is carrying out its duties and make a report to the Board of Directors including any recommendations for improvement.

Schedule of Deputies

Committee Member	Deputy
NED Chair	Second NED
NED member	None
Director of Nursing, Professions and Quality / Director of Infection Prevention and Control	Deputy Director of Nursing
Chief Operating Officer	Deputy Chief Operating Officer
Director of People and Organisational Development	Associate Director
Medical Director	Clinical Director