

**Terms of Reference for the**

**QUALITY COMMITTEE**

**1. Introduction**

The **Board of Directors** is accountable for:

* continuously improving the quality of the Trust’s services, reducing harm and safeguarding high standards, by creating an environment in which excellence will flourish
* ensuring that there is an appropriately structured control environment in place, where risks are identified, assessed and properly managed.

HSC 1999/65 requires trusts to establish a sub-committee of the Board of Directors to oversee a governance framework with clear aims and objectives for governance in the Trust; the structures and processes which will assure effective governance; how clinical and non-clinical risk management will be coordinated across functions and responsibilities; and how the Trust will evidence compliance with national standards including CQC.

The Board of Directors has delegated, in accordance with its Standing Orders, responsibility to the Quality Committee for:

* overseeing the effective development of the Trust’s corporate and clinical governance arrangements
* ensuring that there is an objective and systematic approach to the identification and assessment of risk and delivery of the organisation’s priorities in the context of all national standards

The **Quality Committee** will be a formal committee of the Board of Directors and its terms of reference will be incorporated into the Trust’s Standing Orders.

The Committee is authorised to obtain outside legal or other independent professional advice and secure the attendance of outsiders with relevant experience and expertise if it considers it necessary, in accordance with the Trust’s Standing Orders.

**2. Membership**

The committee shall be chaired by a non-executive director.

Four quality sub-committees will be established which will be organised to reflect the five CQC domains of safe, caring, effective, responsive, well-led.

The membership of the committee will include the executive directors and 4 non-executive directors.

Deputies for the chairs of the quality sub-committees (the named vice chair of the sub-committee) will attend in an executive’s absence. Non-executive director members may also nominate a non-executive deputy to attend in their absence.

Regular attendees, who are not voting members unless formally deputising and exercising the vote of their principal, include: the three Clinical Directors from each of the service directorates; and the Deputy Director of Nursing.

The Board of Directors will review membership of the committee annually.

The committee shall appoint one member to be the vice chair of the committee who shall exercise the powers and functions of the chair of the committee in their absence.

**3. Attendance at meetings**

The quorum for the committee is five members to include the chair of the committee (or the vice chair of the committee in their absence), one non-executive and one executive director. Deputies will count towards the quorum and attendance rates. Attendance will be monitored as part of the Annual Report on the Committee’s performance to the Board of Directors and members are expected to attend at least 75 per cent of committee meetings.

The Committee may invite other managers and staff of the Trust or other NHS bodies, and general auditors to attend meetings, in a non-voting capacity.

**4. Frequency of meetings**

Meeting shall be held not less than four times per annum.

The frequency of meetings can be varied at the discretion of the chair of the committee.

An indicative timetable for business to be considered by the Committee is set out in an annual work-plan of the Committee. However, the agenda is not restricted to those items shown in the work-plan and can be changed at the discretion of the chair of the committee, to deal with any other governance matter.

**5. Calling meetings**

Meetings will be called and conducted in accordance with the Trust’s Standing Orders. The notice period will be a minimum of ten days. Written reports are to be sent to members at least five clear days before the meeting.

**6. Remit**

The broad role of Quality Committee and its sub-committees is to:

* provide **assurance** that we have in place and are implementing appropriate policies, procedures, systems, processes and structures to ensure our services are safe, effective and efficient
* provide **assurance** that the organisation is compliant with regulatory frameworks and legislation
* **approve** changes in clinical or working practices or the implementation of new clinical or working practices
* **approve** new or amended policies and procedures
* **monitor** and ensure **action** is taken on the quality, effectiveness and efficiency of services and identify any associated risks
* **approve** and **monitor** strategies relating to quality
* **monitor** the development of clear quality outcomes

Within that, the Quality Committee will specifically undertake the following tasks:-

Undertake specific overview and approval of updates throughout the year of the draft Quality Account and Quality Report and then the final annual Quality Account and Quality Report.

Ensure the development and maintenance of the integrated governance framework; review and approve any major change to the governance framework, structures or management taking account of national strategies, priorities and developments concerning governance and risk management.

Critically review and recommend to the Board of Directors the strategies and programmes set out below, and receive annual progress reports where applicable:

* + - risk management
    - workforce, training and education
    - patient and carer experience, including complaints and PALS
    - quality, including safety and harm reduction, incident reporting and management, clinical audit
    - leadership
    - quality improvement
    - safety of the physical estate
    - compliance with national requirements and standards including CQC, NICE, NHS Resolution (formerly the NHSLA)

Approve supporting strategies relating to these key strategies, including resourcing, training and development, and communication.

Ensure effective interfaces between the quality sub-committees and the co-ordination of risk management processes across the Trust, both clinical and non-clinical.

Ensure that workforce planning, education and training are fully integrated into the integrated governance framework, ensuring a workforce fit for purpose.

Ensure the Trust’s readiness for submission to external governance reviews and developing and monitoring action plans to identify shortfalls e.g.

* Care Quality Commission (CQC)
* Health & Safety Executive
* General auditors
* NHS Improvement

Provide an annual report to the Audit Committee of assurance gained throughout the year.

Agree and monitor the work of the quality sub-committees and review, through their annual report, their performance and effectiveness within the integrated governance framework.

Receive reports from the Section 75 JMG(s) as required by the Section 75 agreement(s).

The Committee shall receive and review at each of its meetings an escalation report from each of the quality sub-committees providing a summary of the business transacted and escalating any matters requiring the Committee’s attention. More substantive issues arising from the business of the sub-committees will be brought to the Quality Committee through the provision of papers consistent with the guidelines for committee papers.

Receive briefings on legal and key national policy developments.

**7. Reporting**

Minutes of the committee meetings will formally be recorded and circulated to the committee members within ten working days and be formally reviewed at the next appropriate Board of Directors meeting.

The chair of the committee will submit an Annual Report of the work of the Committee to the Board of Directors to include reports on frequency of meetings, members’ attendance and any recommendations to address non-attendance or changes to membership, business conducted by the committee (cross referenced to its remit) and consideration of sub-committee(s) business. The purpose of the Annual Report is to ensure that the committee is working to its terms of reference.

**8. Limitations of Authority**

The Committee shall be delegated the power of the Board of Directors to require the attendance of any member of the Trust staff.

Save as is expressly provided in the terms of reference, the Committee shall have no further power or authority to exercise, on behalf of the Board of Directors, any of its functions or duties.

For the avoidance of doubt, the Committee shall not itself be responsible for undertaking any operational involvement in the Trust’s governance (internal control) or risk management systems. Its responsibilities shall be limited to providing strategic leadership and supervision of the work of the quality sub-committees or specific issues referred to the committee, requiring directors and managers of the Trust to undertake certain work, to receiving their reports (both verbal and written), considering such and reporting to the Board of Directors, thereafter.