

Board of Directors' Meeting : 14 March 2024

Agenda item	052/24		
Report Title	Annual review of Terms of Reference – Quality & Safety Assurance Committee		
Executive Lead	Hayley Flavell, Executive Director of Nursing Anna Milanec, Director of Governance		
Report Author	Deborah Bryce, Interim Corporate Governance Consultant		
CQC Domain:	Link to Strategic Goal:		Link to BAF / risk:
Safe	Our patients and community		BAF13
Effective	Our people		
Caring	Our service delivery		Trust Risk Register id:
Responsive	Our governance	√	
Well Led	Our partners	√	
Consultation Communication	Quality & Safety Assurance Committee – 28 February 2024		
Executive summary:	<p>1. The terms of reference of the Quality & Safety Assurance Committee have been subject to their annual review.</p> <p>2. Amendments are proposed as follows:</p> <ul style="list-style-type: none"> • Point 1.2 – minor change. • Point 5.1 – attendee added. • Points 6.1 and 6.4 - updates made to committee quorum. • Section 10 – duties amended within point 10.2.5, duties added in points 10.2.9 and 10.2.10, and assurances received amended within point 10.8. 		
Recommendations to the Board:	The Board is asked to approve the amendments to the Quality & Safety Assurance Committee terms of reference.		
Appendices:	Appendix 1: Quality & Safety Assurance Committee updated Terms of Reference		

Quality and Safety Assurance Committee

Terms of Reference

1 Constitution

1.1 The Board of Directors hereby resolves to establish a standing committee of the Board to be known as the Quality and Safety Assurance Committee (“the Committee”).

1.2 The Committee ~~is a non-executive Committee of the Board and~~ has no executive powers, other than those specifically delegated in these Terms of Reference, or otherwise by the Board of Directors in its Scheme of Delegation.

1.3 As a Committee of the Board the Standing Orders of the Trust shall apply to the conduct of the working of the Quality and Safety Assurance Committee.

2 Authority

2.1 The Committee is authorised by the Board of Directors to investigate any activity within these terms of reference.

2.2 It is authorised to seek any information it deems relevant to fulfil its duties. All members of staff are directed to co-operate with any request made by the Committee.

2.3 The Committee is empowered by the Board of Directors to seek to obtain external professional advice and to invite external representatives or consultants with relevant experience and expertise to attend, if necessary, subject to Standing Financial instructions, Scheme of Delegation and approval of the Chief Executive and Trust Chair.

2.4 These Terms of Reference can be amended only with the approval of the Board of Directors.

3 Purpose

3.1 The purpose of the Committee is to seek and obtain evidence of assurance on the effectiveness of the Trust’s clinical quality and safety governance structure, systems, and processes and the quality and safety of the services provided to achieve consistently high-quality effective care, ensure continuous improvement and to meet legal and regulatory obligations.

4 Committee Membership

4.1 The membership of the Committee shall be appointed by the Board of Directors and shall consist of not less than five members:

Committee Chair: a nominated Non-Executive Director
Two Further nominated Non-Executive Directors
Director of Nursing (lead executive for the committee)
Medical Director

4.2 The Non-Executive members and Committee Chair shall be appointed by the Board of Directors from amongst its independent Non-Executive Directors.

4.3 In the absence of the nominated Committee Chair, another Non-Executive Director member will chair the meeting.

4.4 Only members of the Committee shall attend the meetings, save for those stated in section 5. below.

5 Attendees

5.1 The following may attend, as necessary:

Deputy Director of Nursing

Director of Midwifery

Assistant Director of Nursing - Quality Governance

Deputy Medical Director

Head of Legal Services

Chief Operating Officer

Head of Risk

Chief Pharmacist

Lead subject experts: e.g. learning from deaths, patient experience, deteriorating patients and infection, prevention and control

Director of Governance and Communications, or nominated deputy

Committee Secretary

[Senior Quality Lead - ICB](#)

5.2 Meetings will be open to the Chief Executive and the Trust Chair to attend, along with other Non-Executive Directors.

5.3 It is for the Committee Chair to indicate whether other executive directors and/or other senior members of the Trust, attend, according to the requirements of each agenda. This will vary from meeting to meeting and will depend on whose area of responsibility an agenda item falls within. Directors / managers should be given sufficient notice that their presence is required so that they come fully prepared.

5.4 Other Trust Executive Directors and Trust officers will attend as required by the Committee to provide assurances and explanations to the Committee when discussing reports or other matters within the area of their responsibility.

5.5 Meetings are not open to members of the public.

5.6 Those in attendance do not count towards the quorum except where formal acting status is specifically in place for executive members.

6 Quorum

6.1 A quorum will be four members of the Committee of which there should be two Non-Executive Directors and two Executive Directors, one of which must be either the Medical Director or Director of Nursing, ~~or agreed named deputy with acting status.~~ [A designated Deputy may act on behalf of an Executive Director in their absence, on the basis that one Executive Director is also present.](#)

6.2 By exception, in the absence of Non-Executive Director committee member, a Non-Executive Director who is not a committee member, may count towards the quorum by the agreement of the Committee Chair and Trust Chair in advance.

6.3 No business shall be transacted by the Committee unless a quorum is present. A quorate meeting shall be competent to exercise all or any of the authorities, powers and duties vested in or exercised by the Committee.

6.4 At the discretion of the Chair of the Committee, business may be transacted through either: a

tele/video-conference where an agenda has been issued in advance; or through the signing by ~~two thirds (rounded up to a whole number)~~ at least three of all Committee members of a written resolution (including email) sent in advance to members outside of the meeting and recorded in the minutes of the next formal meeting.

7 Responsibilities of members

7.1 Identify agenda items for consideration by the Chair and the Committee Secretary at least 15 days before the meeting.

7.2 If unable to attend, send their apologies to the Chair and Committee Secretary with adequate notice prior to the meeting.

7.3 If appropriate, for 'attendees' of the meeting, seek the approval of the Chair to send a deputy to attend on their behalf.

7.4 When matters are discussed in confidence at the meeting, maintain such confidences.

7.5 At the start of the meeting, declare any relevant conflicts of interest/potential conflicts of interest in respect of specific agenda items in order that these can be considered by the committee/chair of the meeting in relation to participation in the agenda item.

8 Frequency of Meetings

8.1 The Committee shall normally meet ten times per year and not less than six times per year.

8.2 The Board or Committee Chair may request an additional meeting(s) if they consider that one is necessary to enable the Committee to discharge all its responsibilities.

9 Meeting administration

9.1 Meetings dates will be agreed by the committee members each year in advance. Notice of additional meetings will be given at least 14 days in advance unless members agree otherwise.

9.2 The agenda shall be determined by the Committee's agreed annual cycle of business/schedule, the Committee Chair, and the lead executive director.

9.3 Agenda papers shall be submitted at least 14 days prior to the meeting.

9.4 The agenda and papers will normally be circulated 7 days prior to the meeting, and at least 6 days prior.

9.5 The Committee Secretary, or their nominee, shall record the minutes of the meetings and provide relevant support for agenda setting, action logs and meeting invitations.

10 Duties of the Committee

The duties and responsibilities of the committee are as follows:

10.1 Strategies and Quality Account

10.1.1 To keep under review and recommend to the Board the quality, clinical and continuous improvement strategies.

10.1.2 To consider and recommend to Board, the contents of the Trust's annual Quality Account (in order for the trust to fulfill its obligations with regard to the Health Act 2009 and the Health and Social Care Act 2012)

10.1.3 To agree the quality priorities of the Trust following any necessary consultation, making recommendations to Board, and monitor progress of the quality priorities.

10.2 Patient Safety, compliance and regulation

10.2.1 To provide assurance to the Board that the Trust is meeting all CQC, regulatory and mandated care standards, guidelines, alerts and external review recommendations, and monitoring.

10.2.2 Ensure that a quality assurance framework is in place to support the governance arrangements required and consider if the quality and safety risk profile within the Board Assurance Framework should be amended in respect of any reports and significant risks received (internal or external).

10.2.3 Using the assurance framework, the Committee will review the risk and adequacy of assurance of patient safety. Ensuring that internal and external assurances are regularly reviewed, and the strength of assurances evaluated.

10.2.4 To receive assurance on patient safety incidents (PSIs) and mechanisms to maximise system-based learning and improvement.

10.2.5 To review and recommend to Board the Patient Safety Incident Response Framework. ~~Policy~~ And provide assurance that the Patient Safety Incident Response ~~standards~~ are being achieved, together with quality improvements, learning from incidents and associated transformation improvements, including identification of risks.

10.2.6 To gain assurance on Safeguarding including legislative compliance and completion of any action plans arising from matters of concern.

10.2.7 To receive assurances on medicines management/optimisation.

10.2.8 To gain assurance on compliance with Health and Safety requirements.

10.2.9 To receive and consider assurances in relation to infection, prevention and control (IPC).

10.2.10 To receive and consider assurances in relation to the Clinical Negligence Scheme for Trusts (CNST)

10.3 Incident Reporting and Investigation

10.3.1 To monitor the effectiveness of the Trust's systems for reporting and investigating Never Events, Patient Safety Incidents (PSIs), Near Misses and other incidents.

10.3.2 To receive assurance on the implementation of action plans and progress reports proposed by management in response to Never Events, PSIs, Near Misses and other incidents.

10.4 Patient Experience

10.4.1 To receive assurance from the Patient Experience Team and other relevant sources (e.g. Healthwatch) on all patient feedback, both of a positive and negative nature, and consider any gaps in assurance for any areas of concern.

10.4.2 To review the findings of patient and staff surveys (NHS, external organisations and local) considering any themes/trends as to impacts on patient experience and clinical quality, and gain assurance as to the implementation of the related action and improvement plans.

10.4.3 To receive assurance on the effectiveness of the Trust's systems for patient complaints, concerns, litigation handling and patient advocacy and review trends and themes.

10.4.5 To receive and consider the PALS, Compliments, Complaints and Patient Experience Annual Report, and any relevant reports from the Parliamentary and Health Service Ombudsman (PHSO), seeking assurance that any necessary action is being taken and monitored.

10.5 Clinical Effectiveness, performance and clinical governance

10.5.1 To receive assurances that the Trust has robust clinical governance processes that deliver safe, high quality and patient centered care based upon best practice metrics.

10.5.2 To provide assurance to the Board in relation to developing and sustaining an improvement culture including the promotion of best practice in patient care across the domains of quality and clinical effectiveness, patient safety and patient experience.

10.5.3 To review and consider the quality indicators within the Integrated Performance Report to ensure that assurance is received on all quality and safety of patient care matters.

10.5.4. To review assurances received on clinical practice and outcomes and be advised of the progress of any major quality initiatives in the Trust.

10.5.5 To receive assurances on the effectiveness of the Trust's arrangements for the systematic monitoring of mortality, and associated learning.

10.5.6 To review the assurance that the clinical audit programme is aligned with the key strategic and operational risks and review the Clinical Audit Annual Report and any associated action plans.

10.5.7 To receive assurances that the recommendations from external visits and national confidential enquiries are prioritised and progressed.

10.5.8 To identify quality improvement priorities in areas of poor performance or high risk, for example, by commissioning in-depth (deep dive) reviews of service areas.

10.6 Risk management

10.6.1 Identify and seek assurance on the management of significant quality and safety risks that are on the corporate risk register and ascertaining whether any risks should be incorporated onto the Board Assurance Framework and escalated to Board.

10.6.2 To review and oversee the strategic risks identified in the Board Assurance Framework that are assigned to the committee and make recommendations to Board on any changes required to the strategic risk profile.

10.7 Workforce Issues

10.7.1 To provide the Trust Board with assurance with respect to the safe staffing of wards and other facilities linked to the provision of clinically safe, high quality care 24 hours a day and seven days a week.

10.8 The Committee receives assurance from the following committees:

- Quality Operational Committee
- Infection, Prevention and Control Assurance Committee
- Patient & Carer Experience Panel
- Safeguarding Assurance Committee
- Clinical Audit Committee

-Maternity Transformation Assurance Committee
-Emergency [Department Care](#) Transformation Assurance Committee ([ECTAC](#))/[MEDTAC](#)
-Nursing, Maternity and AHP Facilities Workforce [Meeting Steering Group](#)
[Paediatric Transformation Assurance Committee](#)
[Getting to Good Group](#)

11. Reporting

11.1 The Committee is accountable to the Board of Directors and the Committee Chair will report regularly on the Committee's proceedings in discharging its responsibilities and the effectiveness of systems and processes. The Committee Chair shall bring to the Board's attention, on behalf of the committee, significant matters that are under consideration and make necessary recommendations on any area within its remit where executive action or Board decision may be required.

11.2 The minutes of Committee meetings shall be formally recorded and made available to the Board of Directors.

11.3 The Committee will report to the Board at least annually on its work in support of the business of the Board and this report will be shared with the Audit & Risk Assurance Committee and the chair of the committee will attend ARAC at least once per year. This annual report should also describe how the Committee has fulfilled its terms of reference and give details of any significant issues that the Committee considered and how they were addressed.

11.4 The Committee will refer to the Audit & Risk Assurance Committee any matters requiring review in that forum.

12. Monitoring Effectiveness

12.1 The Committee will conduct an annual review of its effectiveness and provide an annual report to the Board on its work in discharging its duties, delivering its objectives and complying with its terms of reference.

13. Status of these Terms of Reference

13.1 The Committee's Terms of Reference, including membership, will be subject to annual review. Any proposed variations will require approval of the Board of Directors.

Agreed by Quality and Safety Assurance Committee on: [28 February 2024 \(previously on 25 January 2023\)](#)

Approved by the Board of Directors on: [XX \(previously on 09 February 2023\)](#)