

<b>Terms of Reference</b>
<b>Name of governance body</b>
<b>Quality &amp; Governance (Q&amp;G) Committee</b>
<b>Constitution</b>
The Quality and Governance Committee (“the Committee”) is a standing committee of the Board of Directors, established in accordance with the Trust’s standing orders, standing financial instructions and constitution.
<b>Accountability</b>
The Committee is accountable to the Board of Directors for its performance and effectiveness in accordance with these terms of reference.
<b>Authority</b>
<p>The Committee is authorised by the Board of Directors to seek any information it requires from within the Trust and to commission independent reviews and studies if it considers these necessary. Delegated authority includes:</p> <ul style="list-style-type: none"> <li>• Approval of specific policies and procedures relevant to the Committee’s purpose, responsibilities and duties.</li> <li>• Engagement with Trust auditors in cooperation with the Audit Committee.</li> <li>• Seeking information from within the Trust and commission internal or independent investigations or any activity within its terms of reference if further assurance is required, .</li> </ul>
<b>Purpose</b>
<p>The purpose of the committee is to assure the Board of Directors of:</p> <ul style="list-style-type: none"> <li>• The quality and safety of clinical care delivered by the Trust at either its hub site in East Grinstead or any other of its spoke sites.</li> <li>• The management and mitigation of clinical risk.</li> <li>• The governance of the Trust’s clinical systems and processes.</li> </ul> <p>In order to provide this assurance the Committee will maintain a detailed overview of:</p> <ul style="list-style-type: none"> <li>• Health and safety</li> <li>• Clinical Governance</li> <li>• Information Governance (IG)</li> <li>• Management of medicines and clinical devices</li> <li>• Safeguarding</li> <li>• Patient experience</li> <li>• Infection control</li> <li>• Research and development governance</li> <li>• All associated policies and procedures.</li> </ul> <p>To fulfil its purpose, the committee will also:</p> <ul style="list-style-type: none"> <li>• Identify the key issues and risks requiring discussion or decision by the Board of Directors and advise on appropriate mitigating actions.</li> <li>• Make recommendations to the Board about the amendment or modification of the Trust’s strategic initiatives in the light of changing circumstances or issues arising from implementation.</li> <li>• Work closely with the Audit and Finance &amp; Performance committees as necessary.</li> </ul>
<b>Duties and Responsibilities</b>
<p><b>Duties</b></p> <ul style="list-style-type: none"> <li>• Support the compilation of the Trust’s annual quality accounts and recommend to the Board of Directors its submission to the Care Quality Commission.</li> <li>• Approve quality priorities recommended by Clinical Governance Group for the Board of Directors.</li> </ul>

- Ensure that the audit programme adequately addresses issues of relevance any significant gaps in assurance.
- Receive a quarterly report on healthcare acquired infections and resultant actions.
- Receive and review bi-monthly integrated reports encompassing complaints, litigation, incidents and other patient experience activity.
- Ensure that where workforce issues impact, or have a direct relationship with quality of care, they are discussed and monitored.
- Review bi-monthly quality components of the corporate risk register and assurance framework and make recommendations on areas requiring audit attention, to assist in ensuring that the Trust's audit plans are properly focused on relevant aspects of the risk profile and on any significant gaps in the assurance.
- Ensure that management processes are in place which provide assurance that the Trust has taken appropriate action in response to relevant independent reports, government guidance, statutory instruments and ad hoc reports from enquiries and independent reviews.
- Ensure there are clear lines of accountability for the overall quality and safety of clinical care and risk management.
- Hold to account business units and directorates (clinical infrastructure/non clinical infrastructure) on all matters relating to quality, risk and governance.

### **Responsibilities**

On behalf of the Board of Directors, the Committee will be responsible for the oversight and scrutiny of:

- The Trust's performance against the three domains of quality, safety, effectiveness and patient experience.
- Review all serious incident and never event root cause analysis investigations, (ideally prior to external submission) to ensure assurance about the governance of the process and the appropriateness of actions and improvements identified. If timescales do not allow this, the investigation report may be sent externally provided it has been signed off by the Clinical Governance Group and reviewed by the Chair of the Quality & Governance Committee.
- Compliance with essential professional standards, established good practice and mandatory guidance including but not restricted to:
  - Care Quality Commission national standards of quality and safety
  - National Institute for Care Excellence (NICE) guidance
  - National Audit Office (NAO) recommendations.
  - Relevant professional bodies (e.g. Royal colleges) guidance.
- Delivery of national, regional, local and specialist care quality (CQuIN) targets.

### **Meetings**

Meetings of the committee shall be formal, minuted and compliant with relevant statutory and good practice guidance as well as the Trust's codes of conduct.

The Committee will meet once every two months in the calendar month before a Board business meeting. During the month where there is no formal Committee meeting, members will instead attend local governance and departmental meetings of the key business units and clinical infrastructure in order to assess the clinical governance processes in place and to gain a deeper understanding of quality in the local services and departments. Members will provide formal feedback to the Committee on their observations of these meetings.

The Committee will have an additional meeting in July to receive the annual reports from the clinical groups which report to the Committee.

The Chair of the committee may cancel, postpone or convene additional meetings as necessary for the Committee to fulfil its purpose and discharge its duties.

### Chairing

The Committee shall be chaired by a non-executive director, appointed by the Trust Chair following discussion with the Board of Directors.

If the chair is absent or has a conflict of interest which precludes his or her attendance for all or part of a meeting, the Committee shall be chaired by one of the other non-executive director members of the Committee.

### Secretariat

The Executive Assistant to the Director of Nursing shall be the secretary to the Committee and shall provide administrative support and advice to the chair and membership. The duties of the secretary shall include but not be limited to:

- Preparation of the draft agenda for agreement with the chairperson
- Organisation of meeting arrangements, facilities and attendance
- Collation and distribution of meeting papers
- Taking the minutes of meetings and keeping a record of matters arising and issues to be carried forward
- Maintaining the committee's work programme.

### Membership

#### Members with voting rights

The following posts are entitled to membership of the committee with full voting rights:

- X2 non-executive directors
- Chief Executive
- Director of Nursing and Quality
- Medical Director
- Director of Finance & Performance
- Director of Operations
- Director of Workforce and Organisational Development
- X2 Head of Nursing
- Head of Risk and Patient Safety

Designated deputies (as described below) are entitled to temporary membership of the committee with full voting rights.

#### In attendance without voting rights

The following posts shall be invited to attend routinely meetings of the Committee in full or in part but shall not be a member or have voting rights:

- The secretary to the Committee (for the purposes described above)
- General managers
- Allied Health Professional lead
- Infection control lead
- Head of quality and compliance
- Patient experience lead
- Chief Pharmacist
- Director of communications & corporate affairs
- Clinical Director of Research & Innovation
- Chair of the Board
- Audit and outcomes lead
- Representative of the QVH Council of Governors
- The Trust's internal auditor
- Clinical Commissioning Group (CCG) – principle commissioner of the Trust's services.

<p>The chair, members of the Committee and governor representative shall commit to work together according to the principles established by the Trust's policy for engagement between the Board of Directors and Council of Governors.</p>
<p><b>Quorum</b></p> <p>For any meeting of the Committee to proceed, the following combination of members must be present:</p> <ul style="list-style-type: none"> <li>• Two non-executive director (incl. chair)</li> <li>• Either the director of nursing or a Head of Nursing</li> <li>• One other director with voting rights</li> <li>• Four other members</li> </ul>
<p><b>Attendance</b></p> <p><b>Members</b> are expected to attend all meetings or to send apologies to the chair and Committee secretary at least one clear day* prior to each meeting. A suitable deputy should be sent to cover any absence. Furthermore, members need to advise the chair in advance if they have to leave the meeting early or are planning to arrive late.</p> <p><b>Attendees</b> may, by exception and with the consent of the chair, send a suitable deputy if they are unable to attend a meeting. Deputies must be appropriately senior and empowered to act and vote on the behalf of the Committee member.</p>
<p><b>Papers</b></p> <p>Meeting papers shall be distributed to members and attendees at least five clear days* prior to the meeting.</p>
<p><b>Reporting</b></p> <p>Minutes of the committee's meeting shall be recorded formally and ratified by the Committee at its next meeting.</p> <p>The Committee chair shall prepare a report of each Committee meeting for submission to the Board of Directors at its next formal business meeting. The report shall draw attention to any issues which require disclosure to the Board of Directors including where executive action is continually failing to address significant weaknesses.</p> <p>Papers will be circulated to all non-executive directors to provide additional assurance.</p> <p>Issues of concern and/or urgency will be reported to the board of directors in between formal business meetings by other means and/or as part of other meeting agendas as necessary and agreed with the Trust chair. Instances of this nature will be reported to the board of directors at its next formal business meeting.</p> <p>In the event of a significant adverse variance in any of the key indicators of clinical performance or patient safety, the responsible executive director will make an immediate report to the Committee chair, copied to the Trust chair and chief executive, for urgent discussion at the next meeting of the Committee and escalation to the Trust Board.</p> <p>Final and approved minutes of Committee meetings shall be circulated to the clinical cabinet and non-executive directors. The Committee chair shall provide an update to the Audit Committee.</p> <p>The Committee chair and governor representative shall report verbally at quarterly meetings of the Council of Governors.</p>
<p><b>Review</b></p> <p>These terms of reference shall be reviewed annually or more frequently if necessary. The review process should include the company secretarial team for best practice advice and consistency.</p>

The next scheduled review of these terms of reference will be undertaken by the Committee in February 2022 in anticipation of approval by the Board of Directors at its meeting in March 2022.

**Definitions**

In accordance with the Trust's constitution, 'clear day' means a day of the week not including a Saturday, Sunday or public holiday.