

<b>Terms of reference</b>
<b>Name of governance body</b>
<b>Quality and Governance (Q&amp;G) Committee</b>
<b>Constitution</b>
The quality and governance committee (“the committee”) is a standing and permanent sub-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>
The board of directors has delegated authority to the committee to take the following actions on its behalf: <ul style="list-style-type: none"> <li>• Approve specific policies and procedures relevant to the committee’s purpose, responsibilities and duties</li> <li>• Engage with the trust’s auditors in cooperation with the audit committee</li> <li>• Seek any information it requires from within the trust and to commission independent reviews and studies if it considers these necessary.</li> </ul>
<b>Purpose</b>
The purpose of the committee is to assure the board of directors of: <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 ‘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>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 and information governance</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 and performance committees as necessary.</li> </ul>
<b>Responsibilities and duties</b>
<b>Responsibilities</b> On behalf of the board of directors, the committee will be responsible for the oversight and scrutiny of: <ul style="list-style-type: none"> <li>• the trust’s performance against the three domains of quality; safety, effectiveness and patient experience</li> </ul>

- 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.

#### **Duties**

- Support the compilation of the trust's annual quality accounts recommend to the board of directors its submission to the Care Quality Commission
- Recommend quality priorities to the board of directors for adoption by the trust
- Ensure that the audit programme adequately addresses issues of relevance and any significant gaps in assurance
- To receive a quarterly report on healthcare acquired infections and resultant actions
- To receive and review quarterly integrated reports encompassing complaints, litigation, incidents and other patient experience activity
- To ensure that workforce issues, where they impact or have a direct relationship with quality of care are discussed and monitored
- Review quarterly 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 provides 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 business units and directorates (clinical infrastructure/non clinical infrastructure) to account on all matters relating to quality, risk and governance.

#### **Meetings**

Meetings of the committee shall be formal, minuted and compliant with these terms of reference and the trust's relevant codes of conduct.

The committee will meet once in each calendar month for at least 10 months per year.

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

#### **Chairmanship**

The committee shall be chaired by a non-executive director, appointed by the trust chair following discussion with the board of directors.

If the chairperson 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 personal assistant to the director of nursing shall be the secretary to the committee and shall provide administrative support and advice to the chairperson and members.

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 permanent membership of the committee with full voting rights:

- x2 non-executive directors
- Chief Executive
- Medical Director
- Director of Nursing
- Deputy Director of Nursing/Head of Clinical Infrastructure
- Director of Finance
- Director of Operations
- Director of HR and Organisational Development.

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

### Ex-officio members

The following bodies shall be invited to nominate an ex-officio member of the committee to represent their interests:

#### *With voting rights*

- Council of Governors of Queen Victoria Hospital NHS Foundation Trust  
 The chairperson, members of the committee and the 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.

#### *Without voting rights*

- The trust's internal auditor
- Clinical Commissioning Group (CCG) – principle commissioner of the trust's services

### 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)
- Business managers
- Allied health professional lead
- Infection control lead
- Head of risk
- Patient experience lead
- Pharmacy lead
- Company secretary
- Audit and outcomes lead

## Quorum

For any meeting of the committee to proceed, the following combination of members must be present:

- one non-executive director

- either the director of nursing or deputy director of nursing must be present
  - one other director with voting rights
- four members without voting rights.

#### Attendance

Members are expected to attend all meetings or to send apologies to the chairperson and committee secretary at least one clear day\* prior to each meeting.

Applicable members may, by exception and with the consent of the chairperson, 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.

#### Papers

Meeting papers shall be distributed to committee members and individuals invited to attend committee meetings at least five clear days\* prior to the meeting.

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 chairperson copied to the trust chair and chief executive, for urgent discussion at the next meeting of the committee and escalation to the trust board.

#### Reporting

Minutes of the committee's meetings shall be recorded formally and ratified by the committee at its next meeting.

Minutes of committee meetings and an assurance report from the committee chairperson shall be submitted to the board of directors at its next formal business meeting.

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.

Final and approved minutes of committee meetings shall be shared with the clinical cabinet and a quarterly update from the committee chairperson shall be provided to the audit committee.

The committee chairperson and governor representative to the committee shall report verbally at quarterly meetings of the council of governors.

#### Review

These terms of reference shall be reviewed annually or more frequently if necessary. The review process should include the company secretarial team. The board of directors shall be required to approve all changes.

The next scheduled review of these terms of reference will take place in October 2016, in parallel with the next annual review of the effectiveness of the board of directors.

#### \* Definitions

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