

Terms of Reference

Document History:	
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Approved by:	Trust Board
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Name of Committee	Quality Assurance Committee
Type of Committee	Board Assurance Committee reporting to Board of Directors (the "Board")

1.	Purpose of Committee
	<p>The Quality Assurance Committee (the "Committee") has been established to oversee and ensure the effective delivery of:</p> <ul style="list-style-type: none"> • safe care at all times; • timely access to effective care; • positive experience and outcomes for service users and carers; • effective quality assurance and improvement underpins all we do. <p>The Committee shall provide assurance to the Board on the probity of the Trust and support the other Board Committees in the achievement of clinical effectiveness and safe outcomes for service users, maintaining positive service user and carer experience and equality and inclusion.</p> <p>Some specific areas identified by NHSE are requiring oversight at committee level or by named individuals and which would be covered by this committee as part of regular reporting includes where relevant: <i>Hip fracture, falls and dementia; learning from deaths; safety and risk; palliative and end of life care; health and safety; children and young people; resuscitation policy and safeguarding.</i></p>
2.	Scope
	<p>The scope of the Committee is Trust-wide. It will review and monitor arrangements around quality and safety of care, experience and outcomes following an annual programme of work.</p>
Authority/Accountability	

3.

The Committee is an assurance Committee of the Board of Directors, authorised to establish and delegate powers to sub-committee(s) and work groups. The Committee will oversee the work of those sub-committee(s) and work groups.

The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Board to obtain outside legal or other independent professional advice and expertise as required to support it in discharging its duties. The budget for such advice must be within agreed financial constraints.

The Committee is authorised to make decisions that are not reserved to the Trust Board. Reference should be made, as appropriate to the Standing Orders and Standing Financial Instructions of the Trust.

The following matters that must be referred to the Trust Board:

- Where there is significant revenue, capital or cash implications as determined by the Trust's Standing Financial Instructions
- Conflict with statutory obligations, or have significant governance implications
- Likely to arouse significant public or media interest.

4. Objectives of Committee

The Committee will:

- ensure Trust-wide clinical governance, clinical risk management arrangements and quality improvement and assurance strategies are in place and fit for purpose;
- ensure clinical governance and clinical risk management systems and processes are continually developed and monitored to deliver high quality clinical care to the highest standards and minimise risk to service users;
- ensure that negotiations with commissioners and stakeholders are based on maintaining high quality standards;
- oversee the key performance indicators capable of demonstrating improvements in safety, effectiveness and service user experience and/or early warning of risk at all levels of the organisation;
- oversee development and review of the Annual Quality Report and recommend approval to the Board of Directors;
- seek assurance that service users and carers are engaged in the business of the organisation and have a voice in service provision, organisational change and service improvements;
- seek assurance that risk management processes are underpinned by a culture of openness and transparency;
- ensure robust mechanisms are in place to maintain its registration with any required regulatory bodies; oversee all risks delegated to the Committee via the Corporate Risk Register (CRR) and Board Assurance Framework (BAF); the Committee should determine if the appropriate level of risk has been identified, review the effectiveness of the controls in place relevant to the risks, review and challenge the strength of the assurances provided, identify any gaps in control or assurance and ensure that the risk lead identifies appropriate actions to address such gaps. The Committee should provide assurance to the Board on the risks delegated to the Committee and highlight any key areas of concern identified by the Committee.
- monitor improvement following visits by the Care Quality Commission, including evidence of practice being embedded where necessary;
- monitor the timely review of policies in relation to its area of responsibility following approval by the Policy Governance Group;
- review the outcome of audits relating to its area of responsibility and contribute views to the Audit and Risk Committee as required;

The Committee will uphold the values of the organisation in the work it does. In particular it will look for assurances that these values are being delivered as part of its overall governance role on behalf of the Board.

5. Membership

The membership of the Committee will be:

- Three Non-Executive Directors (one of which will be appointed chair)
- Executive Director of Nursing, Professions and Quality (Executive Lead)
- Executive Medical Director

Other Non-Executive Directors / Associate Non-Executive Directors and Executive Directors can attend as desired but will not form part of the permanent membership of the Committee unless formally deputising for a committee member.

Membership will be reviewed annually.

6. Attendees

Meetings will normally be attended by:

- Director of Operations and Transformation
- Senior Head of Service
- One representative from each Clinical Directorate clinical leadership team
- Service User Representative
- Committee Administrator
- Governor Observer

The Committee may invite other persons to attend a meeting so as to assist in deliberations. The Chair shall be notified of this prior to the meeting.

Other directors or their deputies may be asked to attend meetings or part meetings for discussions on matters relating to their portfolio, if required. The provisions of the Trust's Standing Orders relating to acting up arrangements and joint members will apply to this Committee with respect to decision making authority.

The Director of Governance (Board Secretary) will provide advice to the Chair and members and ensure that the Committee has the appropriate administrative support. A minute taker will also attend all Committee/Group meetings and be stated as being in attendance.

7. Chair, Quorum, Attendance and Meetings

Chair

The Non-Executive Director Chair will preside at all meetings having been approved as the Chair by the Board or appointed as such by the Trust Board Chair. In extraordinary circumstances where the Chair cannot attend, one of the Non-Executive Director members will chair the meeting.

Quorum

A quorum will be 3 members and must include 2 Non-Executive Directors and 1 Executive Director.

Deputies may attend, with the agreement of the Chair. This will be by exception; they must be fully briefed and if formally deputising will count towards the quorum.

If the Committee is not quorate the meeting may be postponed at the discretion of the Chair. If the meeting does take place and is not quorate no decisions shall be made at that meeting and such matters must be deferred until the next quorate meeting.

Attendance

Members are expected to attend all meetings. Apologies must be received by the Administrator in advance of the meetings. All members will be required to attend a **minimum** of two thirds of all meetings held annually. Members should not be absent for more than two consecutive meetings without the agreement of the Chair.

Any Committee member may participate in a meeting by way of telephone, computer or any other electronic means of communication provided that each person is able to hear and speak. A person participating in this way is deemed to be present in person although their actual location shall be noted in the minutes and is counted in a quorum and entitled to vote. The meeting is deemed to take place where the largest group of those participating is assembled, or if there is no such group, where the Chair of the meeting is located.

Meetings

Where a specific matter is deemed to be of a confidential or commercially sensitive nature the Chair has the authority to restrict attendance at the meeting to members only and to ask all invitees to leave the meeting.

If any member or invitee has an interest, pecuniary or otherwise, in any matter and is present at the meeting at which the matter is under discussion, they will declare that interest as early as possible and shall not participate in the discussions. The Chair will have the power to request that member or invitee to withdraw until its consideration has been completed.

8. Frequency and Notice of Meetings

Frequency

The Committee will meet a minimum of ten times a year. Additional meetings can be arranged for specific purposes as necessary, with agreement by the Chair.

If a matter of urgent business arises and an extraordinary meeting is required, this may be convened by the Chair, subject to the agreement of a quorum number of members. Decisions will be subject to achieving quorum attendance.

Where a decision needs to be taken outside the normal cycle of meetings, and where the matter is not deemed by the Chair to require an additional meeting to be called, the decision may be made via e-mail. The preference is for decisions to be taken at meetings. The decisions via e-mail process will be used on an exceptions basis. The process for decision via e-mail will be as follows:

- a) An e-mail setting out the matter for decision will be sent to all members on the same working day. This shall include a statement setting out how the members should signify what their view on the matter is and the deadline for doing so.
- b) Members will generally be given no less than five working days in which to respond.
- c) For a decision to be passed, all of the members must express the same view on the matter.
- d) Where members have comments on the proposed decision or recommendation/s these will be circulated to other Committee members by the Administrator within one working day of receipt.
- e) If any individual member wishes to debate an item proposed for decision via e-mail at a meeting instead they may ask the Chair to arrange an additional meeting or defer the item for decision until the next meeting (such agreement by the Chair not to be unreasonably withheld).
- f) Decisions via e-mail will be reported to the next meeting and the wording of the decision minuted. Any decision made in this manner will be effective from the date of agreement of all of the members and confirmed by email by the Administrator.

Notice of meetings

Meetings shall be called by the Administrator at the request of the Chair or any of its members.

Unless otherwise agreed, notice of each meeting and agenda of items to be discussed, shall be forwarded to each member, any other person required to attend no later than five full working days before the date of the meeting.

Supporting papers shall be sent to members and to other attendees as appropriate, at the same time.

Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.

A meeting workplan will be agreed on an annual basis, setting out the main work items to be carried out at each meeting to ensure that adequate time is given to the main objectives of the Committee.

9. Minutes and Reporting Arrangements

The Committee will report to the Board on how it discharges its responsibilities.

The minutes of Committee meetings will be formally recorded and submitted to the Board of Directors by the Chair of the Committee (supported in this by the Corporate Governance team).

The Chair of the Committee will draw to the attention of the Board of Directors any issues or decisions that require disclosure to the Board or require executive action via the Alert, Advise, Assure (AAA) report.

Tier II groups will provide assurance to the committee as agreed within the governance structure.

The committee will receive standing reports following each meeting and additional reports as part of the scheduled programme of annual reports.

In addition, the Committee will receive thematic 'deep dive' reports or reviews as required to enable greater discussion about specific issues and to facilitate in depth discussions between the members and those staff providing services.

The Board has ultimate responsibility for the effectiveness of its governance below Board. The Board will rely on the work of its Committees to provide assurance on the effectiveness of the governance structure.

10. Administrative arrangements

The Committee will be supported by a nominated Administrator who will:

- produce a schedule of meetings and maintain the annual work plan for the Committee
- prepare the agenda and papers with the Chair and circulate ideally 5 working days prior to the meeting and no less than 3 working days except for reasons outlined and to, and agreed with, the Chair;
- maintain accurate records of attendance, key discussion points and decisions taken and issue necessary action logs within five full working days of the meeting;
- draft minutes, recording where the Committee has delivered its purpose through relevant reports and subsequent discussion, debate and challenge, and where further information is required, for circulation to the meeting Chair within five full working days of the meeting;
- organise future meetings; and file and maintain records of the work of the Committee in the required corporate records folder.

11. Meeting effectiveness review

The Committee shall at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

A record of the frequency of attendance by members, quoracy and the frequency of meetings will be maintained. Any areas of concern will be highlighted to the Chair of the Committee.

12.	Review to be conducted by Committee Chair	
	Date Committee established	1 April 2011
	Terms of Reference to be reviewed	Annually
	Date of last review	July 2023
	Date of next review	July 2024

Sheffield Health and Social Care NHS FT Corporate Governance Structure

Board & Committee Governance Structure – Quality Assurance Committee



