



North East and  
North Cumbria

Item: 8.1
Enclosure: 2

# Quality and Safety Committee Terms of Reference

**Draft Version 4**

**Better health  
and wellbeing for all...**

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**Version Control**

<b>Version</b>	<b>Board Approval Date</b>	<b>Author</b>	<b>Update comments</b>
1	1 July 2022	TBC	
2	TBC	TBC	
3	30 May 2023	Neil Hawkins Senior Governance Lead	Amendments to membership
4	TBC 26 March 2024	Rebecca Herron Governance Lead	A review of the Terms of Reference has taken place, there have been untracked formatting and minor changes made. There are tracked additions or deletions within the document.

**Date of review: 3 February 2025**

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1. **Constitution**

The NHS North East and North Cumbria Integrated Care Board (NENC ICB) was established by statute on 1<sup>st</sup> July 2022.

The Board of the NENC ICB has resolved to establish the Quality and Safety Committee as a committee of the Board.

These terms of reference, which must be published on the ICB website, set out the membership, the remit, responsibilities and reporting arrangements of the Committee and may only be changed with the approval of the Board.

The Committee is a non-executive chaired committee of the Board, and its members are bound by the Standing Orders and other policies of the ICB.

2. **Authority**

The Committee is authorised by the Board to:

- Investigate any activity within its terms of reference
- Seek any information it requires within its remit, from any employee or member of the ICB (who are directed to co-operate with any request made by the Committee) as outlined in these terms of reference
- Commission any reports it deems necessary to help fulfil its obligations
- Obtain independent professional advice and secure the attendance of advisors with relevant expertise to fulfil its functions. In doing so, the Committee must follow any relevant procedures put in place by the ICB for obtaining professional advice.
- Determine the terms of reference of task and finish sub-groups, in accordance with the ICB Standing Orders and SoRD – but no decisions may be delegated to these groups. Any sub-committees would need to be formally approved by the Board. For the avoidance of doubt, the Committee will comply with the ICB Standing Orders, Standing Financial Instructions, and the SoRD other than the committee being permitted to meet in private.

The Committee may not establish any subcommittees without prior Board approval as stated in the Constitution and Scheme of Reservation and Delegation.

3. **Purpose**

The Committee is responsible for ensuring the appropriate governance systems and processes are in place to commission, monitor and ensure delivery of high quality, safe patient care in services commissioned by the ICB.

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The Committee will seek to promote a culture of continuous improvement and innovation with respect to safety of services, clinical effectiveness and patient experience.

The Committee will contribute to the overall delivery of the ICB objectives by providing oversight and assurance to the Board on the quality, safety and risks of services being commissioned that may impact on the delivery of statutory duties, agreed organisational strategic and operational plans as a result.

The Committee has no executive powers, other than those delegated in the SoRD and specified in these terms of reference.

### 4. **Membership and attendance**

#### 4.1 **Chair and vice chair**

The Committee will be chaired by an independent non-executive member of the Board appointed on account of their specific knowledge skills and experience making them suitable to chair the Committee.

The Committee will agree the vice chair from amongst its members. However, the vice chair must be an independent non-executive member of the Board.

The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these terms of reference.

#### 4.2 **Membership**

Members will possess between them knowledge, skills and experience in accounting, risk management, internal, external audit; and technical or specialist issues pertinent to the ICB's business. When determining the membership of the Committee, active consideration will be made to diversity and equality.

The Board will appoint no fewer than four members of the Committee including two who are Independent Non-Executive Members of the Board.

Membership of the Committee will comprise of:

- Non-Executive Member (Chair)
- Non-Executive Member (Vice Chair)
- ~~Executive Medical Director~~ Chief Medical Officer (or nominated deputy)
- ~~Executive~~ Chief Nurse, AHP and People Officer (or nominated deputy)
- ~~Executive Director of Corporate Governance, Communications, and Involvement~~ Chief Corporate Services Officer (or nominated deputy)
- ~~1 x Area Executive Director~~ Chief Contracting and Procurement Officer (or nominated deputy)
- ~~Executive Director of Improvement and Experience (or nominated deputy)~~
- 1 x Partner Member, NHS Foundation Trusts (or nominated deputy) (TBC)
- 1 x Partner Member, Primary Medical Care (or nominated deputy)
- Director of Public Health or Partner Member, Local Authority (or nominated deputy)
- ~~2 x~~ Director of Nursing (North ~~and North Cumbria~~) (or nominated deputy)
- ~~2 x~~ Director of Nursing (South ~~and Central~~) (or nominated deputy)

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- Director of Midwifery (or nominated deputy)
- Director of Allied Health Professions (or nominated deputy)
- ~~Clinical Director MO/Pharmacy~~ ~~Director of Medicines~~ (or nominated deputy)
- Deputy Chief Nurse (or nominated deputy)
- Director of Quality (or nominated deputy)
- Director of Nursing - Complex Care and Mental Health (or nominated deputy)
- Director of Safeguarding (or nominated deputy)

Nominated deputies as shown above must be agreed with the Chair. Nominated deputies will have the same rights and responsibilities as members, and where applicable will form part of the quoracy.

**Commented [HN(NEANC11):** Job titles changed to reflect changes in relation to ICB 2.0 changes. Membership to be reviewed as part of full review of ToR ahead of next Committee meeting.

### 4.3 Attendees

Only members of the Committee have the right to attend Committee meetings, however all meetings of the Committee may also be attended by the appropriately nominated individuals who are not members of the Committee.

In addition to the core members, the Committee has nominated the following as attendees:

- Director of North East Quality Observatory (NEQOS)
- Healthwatch representative
- Patient Safety Partner (or nominated deputy)

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The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.

Other individuals may be invited to attend all or part of any meeting as and when appropriate to assist it with its discussions on any particular matter. Attendees may include the ICB place Directors of Finance. Other Provider sector representatives may be invited to attend, as required.

### 4.4 Attendance

Where a member of the Committee is unable to attend a meeting, a nominated deputy may be agreed with the Chair. Once agreed, that person will have the same voting rights and responsibilities as the member.

Where an attendee of the Committee (who is not a member of the Committee) is unable to attend a meeting, a suitable alternative may be agreed with the Chair.

## 5. Meetings Quoracy and Decisions

The Committee will meet in private.

The Committee will meet at least 6 times a year and arrangements and notice for calling meetings are set out in the Standing Orders. Additional meetings may take place as required.

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In accordance with the Standing Orders, the Committee may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.

### 5.1 Quorum

For meetings to be quorate a minimum of 50% members is required, and must include the following:

- At least one Non-Executive Member,
- either the Executive Medical Director/Chief Medical Officer, or the Executive Chief Nurse, AHP and People Officer, and
- At least one other additional clinician.

If any member of the Committee has been disqualified from participating in an item on the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.

If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.

### 5.2 Decision making and voting

Decisions will be taken in accordance with the Standing Orders. The Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.

Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.

Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote.

If a decision is needed which cannot wait for the next scheduled meeting, the chair may conduct business on a 'virtual' basis through the use of telephone, email or other electronic communication.

## 6. Responsibilities of the Committee

The Committee's duties can be categorised as follows:

- Be assured that there are robust processes in place for the effective management of quality and safety.
- Scrutinise structures in place to support quality, clinical effectiveness, and safety; planning, control and improvement programmes, to be assured that the structures operate effectively, and timely action is taken to address areas of concern.
- Agree and put forward the key quality priorities that are included within the ICB strategy/ annual plan, including priorities to address variation/ inequalities in care.

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- Oversee and monitor delivery of key statutory requirements in relation to quality, safety and clinical effectiveness.
- Review and monitor those risks on the board assurance framework and corporate risk register which relate to quality, and high-risk operational risks which could impact on care. Ensure the Board is kept informed of significant risks and mitigation plans, in a timely manner.
- Oversee and scrutinise the ICB's response to all relevant (as applicable to quality) directives, regulations, national standard, policies, reports, reviews, and best practice as issued by the Department of Health and Social Care, NHS England and other regulatory bodies/external agencies (e.g., Care Quality Commission, National Institute for Clinical Excellence) to gain assurance that they are appropriately reviewed and actions are being undertaken, embedded and sustained
- Maintain an overview of changes in the methodology employed by regulators and changes in legislation/regulation and assure the Board that these are disseminated and implemented across all sites.
- Oversee and seek assurance on the effective and sustained delivery of the quality improvement programmes.
- Ensure that mechanisms are in place to review and monitor the effectiveness of the quality of care delivered by NHS and independent contractors and place.
- Receive assurance, including through the Patient Safety Incident Response Framework, that the ICB identifies lessons learned from all relevant sources, including, serious untoward incidents requiring investigation (SIs), never events, safety alerts, complaints and claims and ensures that learning is disseminated and embedded.
- Receive assurance that the ICB has effective and transparent mechanisms in place to monitor mortality and associated metrics, and that it learns from trusts' learning from deaths reports (including coronial inquests).
- To be assured that people drawing on services are systematically and effectively involved as equal partners in quality activities.
- Scrutinise the robustness of the arrangements for and assure compliance with the ICB's statutory responsibilities for safeguarding adults and children.
- Scrutinise the robustness of the arrangements for and assure compliance with the ICB's statutory responsibilities for promoting the health and wellbeing of looked after children.
- Scrutinise the robustness of the arrangements for and assure compliance with the ICB's statutory responsibilities for infection prevention and control.
- Scrutinise the robustness of the arrangements for and assure compliance with the ICB's statutory responsibilities for equality and diversity as it applies to people drawing on services.



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- Scrutinise the robustness of the arrangements for and assure compliance with the ICB's statutory responsibilities for medicines safety and controlled drugs.
- Scrutinise the robustness of the arrangements and assure compliance with the ICB's statutory duties for patient and public involvement to ensure that the views of patients are properly reflected throughout the commissioning cycle of services commissioned by health development
- Receive and act upon reports in relation to patient experience to ensure that the views of patients are properly reflected in the development and implementation of ICB quality and safety policies and plans
- To oversee the development and implementation of a structured and planned approach to the collection and use of patient reported experience in both provider management processes and commissioning decisions, including feedback from individual consultation in practice and the NHS complaints procedure.
- Have oversight of and approve the terms of reference and work programmes for the groups reporting into the Committee (e.g., system quality groups, infection prevention and control, NENC local maternity and neonatal system, safeguarding partnerships/hubs, clinical reference groups etc)
- Approve arrangements to minimise clinical risk, maximise patient safety and to secure continuous improvement in quality and patient outcomes.
- Approve clinical, quality and safety policies.

## **7. Behaviours and Conduct**

### **7.1 ICB values**

Members will be expected to conduct business in line with the ICB values and objectives. Members, and those attending the Committee shall behave in accordance with the ICB's Constitution, Standing Orders, and Standards of Business Conduct Policy.

### **7.2 Conflicts of interest**

In discharging duties transparently, conflicts of interest must be considered, recorded and managed. Members should have regard to the NHS guidance on managing conflicts of interest.

Conflicts of interest must be declared and recorded at the start of each meeting. A register of interests must be maintained by the Chair and submitted to the Board. If a conflict of interest arises, the Chair may require the affected member to withdraw at the relevant point.

### **7.3 Equality and diversity**

Members must demonstrably consider the equality and diversity implications of decisions they make.

**8. Accountability and Reporting**

The Committee is accountable to the Board and shall report to the Board on how it discharges its responsibilities.

The Committee is directly accountable to the ICB. The minutes of meetings shall be formally recorded and submitted to the ICB Board, in private or public as appropriate.

The Committee will provide the Board with an Annual Report. The report will summarise its conclusions from the work it has done during the year.

**9. Secretariat and Administration**

The Committee shall be supported with a secretariat function which will ensure that:

- i) The agenda and papers are prepared and distributed in accordance with the Standing Orders having been agreed by the Chair with the support of the relevant executive lead
- ii) Attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements
- iii) Records of members' appointments and renewal dates and the Board is prompted to renew membership and identify new members where necessary
- iv) Good quality minutes are taken in accordance with the standing orders and agreed with the chair and that a record of matters arising, action points and issues to be carried forward are kept
- v) The Chair is supported to prepare and deliver reports to the Board
- vi) The Committee is updated on pertinent issues/ areas of interest/ policy developments
- vii) Action points are taken forward between meetings and progress against those actions is monitored.

**10. Review**

The Committee will review its effectiveness at least annually.

These terms of reference will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the Board for approval.