

**Quality & Clinical Governance Committee
Terms of Reference**

1. Purpose

The overall purpose of the Committee is to assist the Board in the performance of their duties through monitoring and improving the safety and quality of healthcare for which the Trust has responsibility. This includes:

- Through consultation with the Audit Committee, providing assurance to the Board that structures, systems and processes are both in place and functioning to support an environment for delivery of quality and clinical governance across all health services delivered by the Trust.
- Monitoring, and providing assurance to the Board regarding, the effective management of risks and other issues that may jeopardise the Trust's ability to deliver on quality related objectives.
- Providing a forum to set the strategic direction concerning all areas of quality, monitoring delivery against such strategy and providing assurance to the Board to this effect, ensuring the best clinical outcomes and experience for patients.

2. Constitution

The Board resolves to establish a standing Committee of the Board to be known as the Quality and Clinical Governance Committee (the Committee). 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. These terms of reference shall apply for as long as the Trust is an NHS Trust and can only be amended by the Board of Directors.

3. Membership

The Committee shall be appointed by the Board from amongst the non-executive and executive directors of the Trust and include (as a minimum):

- Three non-executive directors with the personal and professional characteristics necessary to be effective; at least one of whom (normally the Chair of the Committee) should be a member of the Audit Committee).
- Chief Nurse (representing both nursing, midwifery, and allied health professionals)
- Chief Medical Officer
- Chief Executive.

One of the non-executive members will be appointed Chair of the Committee by the Board. A second non-executive member will be appointed as Deputy Chair.

A term of membership shall be for two years and renewable for three further two-year terms subject to the approval of the Board of Directors.

The Chair of the Audit Committee shall not be a member of the Committee.

The following shall attend the Committee at each meeting but as attendees rather than members:

- Chief Operating Officer
- Deputy Chief Nurse
- Deputy Chief Medical Officer
- Trust Board Business Manager-Head of Corporate Governance

- Committee Secretary ([Corporate Governance Officer](#))
- Director of Midwifery
- ~~Chief Pharmacist~~
- Director of Allied Health Professionals
- ~~Patient Safety Partners~~
- ~~Care Group Director of Nursing~~
- ~~Head of Medical Quality~~

An open invitation shall be extended to local Place and System representatives. Others may be invited to attend according to the agenda. ~~When a Care Group is presenting their Care Group Service Review, it is expected that all members of the triumvirate will attend, the Care Group Director of Operations, Director of Nursing and Care Group Chair.~~

4. Quorum

The quorum necessary for the transaction of business shall be three members consisting of at least two non-executive members [and one executive member](#). A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee. In the absence of the Committee Chair and/or an appointed Deputy, the remaining non-executive members present shall elect one of themselves to chair the meeting.

Where a committee meeting is not quorate within one half hour from the time appointed for the meeting; or becomes inquorate during the course of the meeting, the Committee members present may determine to adjourn the meeting to such time, place and date as may be determined by the members present.

5. Meetings

The Committee shall meet at least ten times per year (usually monthly) and at such other times as the Chair of the Committee shall require. Meetings of the Committee shall be summoned by the Committee Secretary at the request of the Committee Chair.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date shall be forwarded to each member of the Committee no later than ten days before the date of the meeting. Supporting papers shall be sent to Committee members and other attendees as appropriate five working days ahead of the date of the meeting. The Committee shall follow an annual work plan reviewed by the members in advance of each financial year.

The Committee must consider the frequency and timing of meetings needed to allow it to discharge all of its responsibilities.

In addition to the formal meetings the Committee members should consider one session for training and development each year.

6. Authority

The Board of Directors has delegated to the Committee the authority to deal with the matters set out in the paragraphs below.

The Quality and Clinical Governance Committee is an advisory body with no executive powers; it is not the duty of the Committee to carry out any function that properly belongs to the Board of Directors or the Executive Management Committee. The Committee is, however,

authorised by the Board to investigate any activity within its duties as set out below and to seek any information it requires from any employee, who are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Board to obtain external legal or other independent professional advice and to secure the attendance of external stakeholders with relevant experience and expertise if it considers this necessary. This shall be authorised by the Chair of the Committee and shall be within any budgetary constraints imposed by the Board of Directors.

The Committee has the authority to seek any information it requires from any member of staff and request any member of staff to attend its meetings. All members of staff are directed to comply with such requests.

7. Duties

The Committee shall be responsible for the following duties:

I. Governance

The Committee shall provide assurance to the Board on the effectiveness of structures, policies, systems and processes for quality assurance, clinical, information and quality governance specifically in the areas of patient safety, patient experience and clinical effectiveness and outcomes.

Specifically, the Committee will seek assurance on processes related to:

- Clinical audit
- Clinical negligence claims
- Complaints management
- Incident management
- Trust response to publication of clinical guidelines and safety alerts

The Committee will receive regular reports from the Clinical Effectiveness Board, Patient Safety Board and Patient Experience Board, and/or minutes of these meetings. These will have been considered by the Executive Management Committee (EMC) and provided to the Committee with a summary of any EMC discussion.

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II. Compliance

The Committee shall review reports regarding compliance with external assessment and/or reporting related to quality.

Assurance shall be sought on the process for reviewing reports arising from external reviews and have oversight of the external reviews register.

At least annually, the Committee should receive assurance regarding compliance with Care Quality Commission (CQC) regulation. The Committee will also maintain oversight over any outstanding CQC Action/Improvement plan.

III. Performance

The Committee shall gain assurance on the full range of quality performance metrics and delivery of annual breakthrough objectives, requesting in-depth examination of key quality issues, including those related to health inequalities, where required to support a quality culture. Alongside this, the Committee shall consider associated risks to delivery of Trust objectives. The following will be used to support this function.

- Integrated Performance Report (IPR) metrics related to quality and healthy communities, including performance reporting on breakthrough objectives.
- Breakthrough objectives; performance reporting.
- Corporate Risk Register (CRR).
- Board Assurance Framework (BAF).
- Safe staffing reports (triangulating staffing with quality metrics).
- Minutes and/or reports Reports from relevant stakeholder groups.
- Any other information deemed necessary and requested by the Committee.

IV. Quality Strategy

The Committee shall oversee the delivery of the Quality Strategy to ensure continuous improvement in both quality and safety. In particular, the Committee shall seek assurance that measures for success are implemented within appropriate timescales. The Committee will oversee the development and approval of such strategies.

V. Quality Account

The Committee shall oversee the development of the Quality Account, ensuring this reflects the views of key stakeholders, and advise the Audit Committee on publication.

VI. Annual Review

The Committee shall set annual objectives in line with the purpose and duties of the Committee. A report on progress against these and the terms of reference shall be submitted to the Board at year end.

The Committee shall also undertake any other responsibilities as delegated by the Board. Those processes used by the Committee to gain assurance will be reviewed by the Audit Committee to determine their effectiveness. Where appropriate, the Committee will escalate areas of concern to the Board.

8. Reporting

The minutes of all meetings shall be formally recorded, and a summary submitted, together with recommendations where appropriate, to the Board of Directors.

The Trust's annual report shall include a section describing the work of the Committee in discharging its responsibilities.

9. Review

The Committee shall carry out an annual review of these terms of reference and the effectiveness of the Committee in meeting its purpose. It is expected that Committee members shall attend each meeting, attendance shall be recorded and form part of the annual review.

The effectiveness of the Committee will be monitored by the Audit Committee through receipt of the Committee's minutes and by the Board through receipts of such written or verbal reports that the Chair of the Committee is required to provide.

10. Support

The Committee shall be supported administratively. This support shall ensure:

- The agreement of the agenda with Chair and collation of papers. Papers will be distributed five working days before the meeting in electronic copy.

- Advice to the Committee on pertinent areas is provided.
- That minutes are taken and a record of matters arising and issues to be carried forward is made.

Appendix 1

Annual Objectives

The Committee objectives for the financial year ~~2024-2025~~2025-26 are as follows, noting the assurance function of the Committee.

a) Performance

- i. Oversight of progress against Trust breakthrough objectives through quarterly reporting:
 - *Improve safety, with all inpatients and outpatient services achieving clinical accreditation, and at least 40% being awarded the silver standard.*
 - *Support people to lead healthier lives.*
- ii. Oversight of and support for the delivery of the Trust Quality Strategy and Quality Account priorities.
- iii. Oversight of key quality risks through quarterly review.
- iv. Oversight of and support for the Patient Safety Incident Response Framework implementation

b) Compliance

- i. Approval of compliant Quality Account in line with national timetable.
- ii. Fully compliant CQC action/improvement plan.

The appropriateness of these objectives will be considered as part of the annual review of the Terms of Reference.

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Document Control

Version	Date	Author	Comments
1.0	1 Dec 2013	E Hollman	Draft for Committee Chair
1.1	7 Jan 2014	B H Courtney	Amended draft for Committee Chair and review by Quality and Clinical Governance Committee
1.2	7 Feb 2014	A Walker	Distributed for comment
1.3	4 Mar 2014	A Walker	Final agreed
1.4	12 Mar 2014	A Walker	Forwarded to Board
1.5	Sept 2014	A Walker	Updated <ul style="list-style-type: none"> to include ACNs and Head of Allied Health on membership allow Trust chair as non-exec member of the Committee
1.6	5 Nov 2014		Forwarded to Board
1.7	12 Jan 2016	E Hollman	Updated to reflect revised membership and increased numbers of meetings.
1.8	22 Dec 2016	E Hollman	Updated to reflect matters agreed by Committee Chairs, the planning of formal meetings and Service Reviews, and to introduce the review of the Corporate Risk Register overtly.
1.9	4 Jan 2018	E Hollman	Updated to reflect current situation and changes to committee structures.
2.0	28 Jan 2019	E Hollman	Updated to reflect current situation and changes to committee structures.
2.1	7 May 2019	S Manthorpe	Draft document to be approved by Committee
2.2	29 May 2019	S Manthorpe	Draft document to be approved by Trust Board
3.0	19 Apr 2022	D Thomas	Periodic review for the Committee
4.0	26 April 2023	J James	Periodic review
5.0	19 June 2024	M Fernandez	Periodic review for the Committee – updated to reflect changes to Care Group triumvirate structure, breakthrough objectives for 2024/25 and the Patient Safety Incident Response Framework
5.1	21 Aug 2024	J James	Updated to reflect the revised Governance & Performance Framework and recommendations made by Internal Audit following their review of the implementation of this
6.0	15 Oct 2025	J James	Periodic review