

Quality Governance Committee

Terms of Reference

1. **Formation of this Committee**

The Mid Cheshire Hospitals NHS Foundation Trust Board of Directors (the Board) has established a Committee of the Board, known as the Quality Governance Committee (the Committee).

The Committee shall have Terms of Reference and powers and will ensure that the Board is able to act in accordance with legislation, compliance or direction requirements and to be fully appraised of the impact of quality governance on the delivery of the Trust's strategic objectives.

2. **Role**

The Committee is responsible for providing assurances to the Board that the Trust is safely managing all issues relating to quality governance including:

- The establishment and maintenance of effective systems of quality governance, risk management and internal control, particularly in relation to patient safety, clinical effectiveness, patient experience, and clinical & research governance.

The adequacy and effectiveness of:

- Assurances in relation to compliance with national statutory standards, legislative and regulatory compliance requirements and accreditation standards;
- Assurances on the systems of governance to monitor standards and outcomes of care, including benchmarking schemes;
- The underlying assurance processes that support achievement of the corporate objectives and the management of principal risks.

3. **Membership of the Committee**

Members of the Committee shall be appointed by the Board and at least two of whom shall be Non-Executive Directors. The members of the Committee shall be:

- 2 Non-Executive Directors (one designated Chair and one designated Deputy Chair)
- Chief Executive
- Medical Director
- Director of Nursing and Quality

4. **Regular Attendees**

- Associate Director of Integrated Governance

It is expected that all members and regular attendees will attend at least 75% of meetings of the Committee.

If members are unable to attend they must advise the Chair of the Committee and enquire whether a deputy is required, (if a deputy attends any meeting they must be able to fully participate but will have no voting rights).

The Board Chairman and the Chair of the Audit Committee shall not be a member of the Committee, but are authorised to observe any meetings of the Committee if they so wish.

The Committee may also require other senior officers of the Trust and other specialist advisors (internal or external) in addition to the regular attendees to present papers. Such attendees will hold no voting rights.

5. Chair of the Committee

The Board will assign a Non-Executive Director as Chair and a Non-Executive Director as Deputy Chair of the Committee.

In the absence of the Committee Chair or Deputy Chair, the remaining members present will elect another member to Chair the meeting.

6. Secretary

The Trust Board Secretary or their nominee shall act as the Secretary of the Committee.

7. Quorum

The quorum necessary for the transaction of business is three members (inclusive of one Non-executive Director). 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.

8. Frequency of Meetings and Attendance Requirements

The Committee shall meet at least 11 times per annum. The Chair may at any time convene additional meetings of the Committee to consider business that requires urgent attention.

An annual attendance report will be submitted to the Committee for information and action as required and will be included within the Trust's Annual Report.

9. Notice of Meetings

Meetings shall be called at the request of the Chair of the Committee.

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

10. Minutes of the Committee

The Secretary, or nominated deputy, shall minute the proceedings of all meetings of the Committee, including recording the names of those present and in attendance.

Members and those present should state any conflicts of interest in relation to open agenda items to the Chair of the Committee prior to the meeting. Where there is a conflict of interest the Chair will notify the member whether they should withdraw from the meeting, the discussion and/or voting. The Secretary should minute any conflicts of interest accordingly.

Minutes of Committee meetings should be circulated to the Chair within five working days and promptly to all members of the Committee unless a conflict of interest exists.. The Committee chair will present the minutes (whether confirmed or unconfirmed) at the Trust Board meeting following the Committee meeting.

11. Reporting Arrangements

The Committee will report to the Board who will approve its Terms of Reference and membership.

The Committee Chair shall report formally to the Board and, where appropriate, the Council of Governors on its proceedings after each meeting on all matters within its duties and responsibilities.

The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

12. Responsibilities of the Committee

The Committee is responsible for providing information and assurances to the Board that the Trust is safely managing all issues in relation to quality governance and risk management including the financial elements where appropriate. In particular, the Committee's duties shall include:

- Ensure compliance with the requirements of Monitor's Provider Licence in relation to quality governance or promptly identify any risks that may prevent this and ensure that mitigations are in place and delivered;
- Ensure compliance with the Care Quality Commission's registration requirements or promptly identify any risks that may prevent this and ensure that mitigations are in place and delivered;
- Review the Board Assurance Framework quarterly and ensure that mitigations are appropriately actioned;
- Review the Corporate Risk Register, including the top organisational risks, quarterly and ensure that mitigations are appropriately actioned;
- Review and ensure implementation of the Trust's Risk Management Strategy and Quality & Safety Improvement Strategy;
- Review and approve the Trust's Annual Quality Account;
- Review and approve the Trust's Annual Governance Statement prior to submission to the Audit Committee;
- Review and approve the Trust's Corporate Governance Handbook;
- Review any relevant internal or external audits and ensure that all actions arising from such audits are delivered;
- Prepare an Annual Report for the Board by 30th April each year on the committee's work in discharging its duties against its Terms of Reference which covers the previous financial reporting period;
- Produce an Annual Work Plan by 1st March each year, for the subsequent year beginning 1st April;
- Identify any risks which may prevent the achievement of the Annual Work Plan and ensure that these are assessed and placed on the Trust's Risk Register;
- Review its Terms of Reference on at least an annual basis;
- Review and approve the Annual Report, Annual Work Plan and Terms of Reference of any Groups that have a direct report to the Committee;
- Address escalated issues and ensure that actions are appropriately reviewed and completed from the following Groups:
 - Executive Strategic Infection Control Group
 - Executive Quality Governance Group
 - Executive Patient Experience Group
 - Executive Safeguarding Group

13. Authority

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 legal or independent professional advice and to secure the attendance of partners with relevant experience or expertise, if it considers this to be necessary.

14. Relationships with other Committees

The Committee shall receive information and assurances from the:

- Executive Strategic Infection Control Group
- Executive Quality Governance Group
- Executive Patient Experience Group
- Executive Safeguarding Group

The relationship with other Committees or Groups will be a standing agenda item on the agenda to ensure the Committee routinely receives as a minimum appropriate action points.

The Committee may receive escalated matters of concern from other Board Committees in relation to quality governance for further investigation and may, if necessary, raise concerns or request further assistance in investigations from other Committees in order to meet its Terms of Reference.

15. Other Matters

The Committee should:

- Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members;
- Give due consideration to laws and regulations;
- Abide by the Trust's Constitution, its values, its Code of Conduct and Nolan Principles of Conduct Underpinning Public Life;

16. Monitoring and Review

The Board will monitor the effectiveness of the Committee through receipt of the Committee's minutes and such written or verbal reports that the Chair of the Committee might provide.

At least once a year the Committee will 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.

The Secretary will monitor the frequency of the Committee meetings and the attendance records to ensure minimum attendance figures are complied with included within the Trust's Annual Report.

Terms of Reference approved by Committee: March 2018
Review Date: March 2019