

TERMS OF REFERENCE (TOR) Quality and Safety Committee (QSC)

(1) Introduction

- 1.1 The Integrated Care Board (the Board or ICB) must ensure it can effectively discharge its full range of statutory functions and duties. This includes establishing Committees of the ICB, to support the Board and exercise any delegated functions, to help effective discharging of their range of functions.

The Quality and Safety Committee (the Committee or QSC) is one of six ICB Committees. The primary function of the QSC is to provide assurance to the ICB in relation to the quality, safety, experience, and outcomes of services across the entire health economy. By ensuring that quality is a focus in all our stated aims:

- Improve outcomes in population health and healthcare
- Tackle inequalities in outcomes, experience, and access
- Enhance productivity and value for money
- Help the NHS to support broader social and economic development

(2) Constitution and Authority (inc. Reference to Legislation or Guidance)

- 2.1 The QSC is established by the ICB as a Committee of the Board in accordance with its Constitution. These TOR 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 approval of the Board.
- 2.2 The Committee is a Non-Executive chaired Committee of the Board and its members, including those who are not members of the Board or ICB staff, are bound by the ICB's Constitution Standing Orders (the Standing Orders) and other key policies of the ICB. The Committee has no executive powers, other than those delegated in the Scheme of Reservation & Delegation (SoRD) and specified in these TOR. The Committee is authorised by the Board to:
- Investigate any activity within its TOR, including oversight of assigned Risk Management and System Board Assurance Framework (SBAF) activities within its lead responsibility area;
 - 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) within its remit as outlined;
 - Commission any reports it deems necessary to help fulfil its obligations;
 - Obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if considered necessary to fulfil its functions (in doing so the Committee must follow any procedures put in place by the ICB for obtaining legal or professional advice);
 - Create 'Task & Finish' sub-groups to take forward specific programmes of work as considered necessary by members – the Committee shall determine the membership and TOR of any such sub-group in accordance with ICB's Constitution, Standing Orders and

SoRD (Scheme of reserved delegation), but may not delegate any decisions to such groups. For sub-committees see Appendix 2.

- 2.3 For the avoidance of doubt, the Committee will comply with the Standing Orders, Standing Financial Instructions and SoRD, other than for any exceptions agreed by the Board.
- 2.4 Committee duties will be driven by ICB objectives and associated risks – an annual programme (cycle) of committee business will be agreed by Members before the start of each financial year, however, this will be kept flexible to adapt to new and emerging circumstances, priorities, or risks.
- 2.5 The Committee Chair's report will be included in Board papers for the ICB and on the agenda of the Q&S Committees of System Partners.

(3) Purpose and Core Duties

- 3.1 The Committee has been established to contribute to overall delivery of ICB objectives by providing the ICB with assurance that it is delivering its functions in a way that secures continuous improvement in the quality of services, against each of the dimensions of quality set out in the Shared Commitment to Quality and enshrined in the Health and Care Act 2022. This includes reducing inequalities in the health and improve quality & safety in the NHS.
- 3.2 The Committee exists to scrutinise the robustness of, and gain and provide assurance to the ICB, that there is an effective system of quality governance and internal control that supports it to effectively deliver its strategic objectives and provide sustainable, high-quality care.
- 3.3 The Committee will provide regular assurance updates to the ICB in relation to activities and items within its remit and escalate concerns in a proportionate and timely fashion.
- 3.4 The Committee has been constituted in terms of its scope, responsibilities and membership to facilitate the ICB meeting its four fundamental purposes to:
 - **Improve outcomes** in population health and healthcare
 - **Tackle inequalities** in outcomes, experience, and access
 - **Enhance productivity** and value for money
 - Help the NHS support broader **social and economic development**
- 3.5 The QSC as a Committee of the ICB Board will have a remit which encompasses two primary areas of responsibility:
 - First, the Committee will exercise the delegated authority of the Board to execute assurance against a sub-set of its statutory duties and functions.
 - Second, it will retain oversight of progress against the Integrated Care Board's strategic priorities through the developing partnership and integrated working of its members.

This balanced approach will ensure that the governance focus of the Committee spans both current performance and risk as well as strategic development and system effectiveness. The Committee will have a core membership spanning both areas of its responsibility, which can be enhanced as required by the addition of co-opted attendees or participants who are invited to contribute to the debate and deliberation of the Committee. The decision on the use of co-opted attendees or participants rests with the Chair of the Committee.

- 3.6 The Committee will have a strong focus on the partnership agenda and will work with all associated subgroups to support the ICS to bring partners together on approaches that can't be achieved by a single organisation alone.
- 3.7 In addition to the prime responsibilities identified above:
- It shall ensure that through a collaborative approach to quality, system partners discharge their statutory duties in relation to the achievement of continuous quality improvement at both system and place level.
 - It shall pro-actively challenge and review delivery of continuous quality improvement expectations against the NHS Constitution, NHS Long Term Plan, Public Health Outcomes Framework, and associated NHS performance regimes, including any National Reports and enquiries agreeing any action plans or recommendations as appropriate.
 - It shall, in partnership with the wider system, work to drive improvements in the health and well-being of all local communities including working at a place-based level, not just with those people known to be users of services.
 - It shall review Quality issues impacting on the Staffordshire and Stoke-on-Trent System. It will provide all key partners with greater clarity and detailed information about the impact and underlying performance of key services.
 - It will provide one Quality exception report that will assure the system (Integrated Care Board) and (if required) each statutory board of delivery against all Key Quality Indicators and any emerging risks and concerns using common quality and performance data.
 - It will lead the establishment of system level relationships with all regulatory bodies including NHSE, CQC etc. ensuring that regulatory bodies play a key role in ensuring this system oversight.
 - It will also establish and maintain system level relationships with professional leadership bodies such as the General Medical Council, Nursing and Midwifery Council and Health and Care Professionals Council and other associated bodies as required.

(4) Membership and Attendance

The Membership

- 4.1 The Committee members shall be appointed by the Board in accordance with the ICB Constitution. The Board will appoint no fewer than four members of the Committee including two who are Independent Non-Executive Members and two Executive Members of the Board.
- 4.2 Members will together possess between them knowledge, skills, and experience to effectively discharge the functions of the ICB, including any requisite technical or specialist issues pertinent to ICB business. When determining the membership of the Committee, active consideration will be made to diversity and equality.

4.3 Membership will be as follows:

- Non Executive - Chair of Quality & Safety Committee (Chair)
- Non Executive (Vice Chair)
- ICB Chief Nursing and Therapies Officer (or nominated representative)
- ICB Chief Medical Officer (or nominated deputy)
- ICB Assistant Chief Nursing and Therapies officer
- ICB Director of Nursing – Quality Assurance & Improvement
- ICB Director of Nursing – All Age Continuing care
- ICB Chief Finance Officer
- ICB Chief Transformation Officer
- ICB Director of Corporate Governance
- ICB Governance Representative
- Directors of Public Health (Staffordshire County Council & Stoke-on-Trent City Council)
- Provider Trust Chief Nurses (or nominated representative) from UHNM, NSCHT, MPFT, UHDB
- NHSE
- Health Watch (or nominated representative)

4.4 Additional relevant subject experts and other representatives may be invited to attend meetings to present on specific work e.g. service transformation, children’s services, safeguarding.

4.5 Committee members must appoint a suitable deputy when necessary and subject to the approval of the Chair of the Committee. All deputies should be fully briefed with power to make decisions and the Committee secretariat informed of any agreement to deputise so that quoracy can be maintained.

4.6 The Committee may also request attendance by appropriate individuals to present relevant reports and/or advise the Committee.

4.7 These may consist of or include persons other than members or employees of the ICB. In order to best meet the next clause, these non-ICB Members should ideally be of a suitable calibre to conduct core business without having to continually take items back to their host organisation. (Unless the decision is a non-delegated sovereign matter of that partner organisation required for their decision).

Chair and Vice Chair

4.8 The Chair is an Independent Non-Executive Member of the Board, on account of their specific knowledge, skills and experience making them suitable to chair the Committee.

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

Attendees

4.10 Only Members as described above shall have the right to attend Committee meetings unless it is agreed to meet in public for part or all of the agenda to be transacted. 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 matter.

4.11 The Chair (or Vice 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 matters.

(5) Frequency, Quoracy and Decisions

- 5.1 The Committee will meet, virtually, a minimum of 10 times a year (with deep dives alternative meetings); with arrangements and notice for calling meetings reflecting those as set out in ICB Constitution Standing Orders for Board meetings. Additional meetings may take place as required. The Board, Chair or Chief Executive may ask the Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.

Quorum

- 5.2 For a meeting to be quorate, the Chair or Vice Chair must be present, plus the ICB Chief Nursing and Therapies Officer or ICB Chief Medical Officer (or their nominated deputy) and one provider representative.
- 5.3 For decisions that exclusively impact on health and social care for the meeting to be quorate, the Chair or Vice Chair must be present, plus the ICB Chief Nursing and Therapies Officer or ICB Chief Medical Officer (or their nominated deputy), one provider representative and one local authority representative (or their nominated deputy).
- 5.4 If any Member has been disqualified from participating in an item on the agenda, by declaration of a Conflict of Interest, then that individual shall no longer count towards the quorum. If a quorum has not been reached, then the meeting may still proceed if those present agree. However, no binding decisions may be deemed as fully taken by the meeting until confirmed by all members via offline 'virtual' methods outside of the meeting and before the next scheduled one (see section 5.7 below).

Decision Making and Voting

- 5.5 Decisions will be taken in accordance with the ICB Standing Orders. The Committee will ordinarily reach its conclusions by consensus. When this is not possible the Chair may call a vote. This provision should though be seen as an exception to normal, routine decision-making.
- 5.6 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.
- 5.7 Mirroring provisions set out within the Standing Orders, if an urgent or emergency decision is needed which cannot wait for the next scheduled meeting, the Chair may conduct such business on a 'virtual' basis through the use of telephone, email, or other electronic communication.

(6) Responsibilities of the Committee

- 6.1 The Committee's detailed duties and core responsibilities are itemised within Appendix One.
- 6.2 Matters delegated to the Committee by the Board (and as also defined by / covered within the SoRD) are also itemised within Appendix One.

(7) Conflicts of Interest

- 7.1 The Committee and all members or attendees present must declare any actual or potential conflicts of interest which will be recorded in the minutes. Anyone with a relevant or material

interest in a matter under consideration will be excluded from the discussion at the discretion of the Committee Chair.

- 7.2 The Committee and all Members or Attendees present shall fully and continuously satisfy itself that all matters of ICB policy, systems and processes for the management of conflicts (including gifts & hospitality and bribery) are upheld in all meetings.
- 7.3 For the avoidance of doubt, any additional national or statutory policy requirements shall also guide the Committee's processes and procedures. This shall include sending any reports relating to non-compliance with ICB policy and procedures to the ICB Audit Committee.

(8) Etiquette, Behaviours and Conduct

ICB Values

- 8.1 All Committee members and attendees will be expected to conduct business in line with the ICB's stated values and objectives.
- 8.2 Committee members and those attending shall always behave in accordance with the ICB's Constitution, Standing Orders and Standards of Business Conduct Policy.

Equality and Diversity

- 8.3 All Members must demonstrably consider the Equality and Diversity implications of any or all decisions they make. Attendees will also be required to uphold the Equality Act and Public Sector Equality Duty in any of their engagements with the Committee.

ICS Compact and ICB Meetings Charter

- 8.4 In addition to the items noted in section 8.2, all Members and Attendees will be expected to adhere to the separate Integrated Care System (ICS) Partnership Leadership Compact key principles of 'Trust', 'Courage', 'Openness & Honesty', 'Leading by Example', 'Respect', 'Kindness & Compassion', 'System First' and 'Looking Forward'.
- 8.5 Similarly, all will be required to respect and apply the ICB Meetings Charter, which shall codify all of the above and help with the logistics / practicalities of running an ICB meeting in line with the Constitution and Standing Orders.

(9) Accountability and Reporting

- 9.1 The Committee is accountable to the Board and shall report to the Board on how it discharges its responsibilities. The minutes of the meetings shall be formally recorded by the secretariat. The Chair will provide assurance reports to the Board at each meeting and shall draw to the attention of the Board any issues that require disclosure to the Board or require action.
- 9.2 The Committee will provide the Board / Audit Committee with an annual statement of its effectiveness, timed to support finalisation of ICB Annual Accounts & Annual Report's Governance Statement (see section 11). This will summarise its conclusions from the committee effectiveness work it has done during the year, specifically commenting on:
 - The fitness for purpose, completeness and 'embeddedness' of the SBAF and Risk reporting obligations of the Committee within the ICB's organisational context.

- The integration of governance arrangements to underpin the 'Quadruple Aim' and Core Purposes of an ICB-ICS as detailed.
- The appropriateness of the evidence that shows how the Committee is helping the ICB in fulfilling its regulatory requirements
- The robustness of the processes behind the Committee's decisions.

9.4 The Committee will receive scheduled assurance reports from its delegated groups.

(10) Secretariat and Administration

10.1 The Committee shall be supported with a secretariat function, which will include ensuring that:

- The agenda and papers are prepared and distributed in accordance with ICB Standing Orders; having been agreed by the Chair with the support of the relevant ICB Executive and Governance lead.
- Attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements.
- Records of members' appointments and renewal dates and the Board is prompted to renew membership and identify new members where necessary.
- Maintenance and reporting of the committee Conflicts of Interest Register (with the ICB Governance Lead).
- Good quality minutes are taken and distributed in accordance with ICB Standing Orders and agreed with the chair and that a record of matters arising, action points and issues to be carried forward are kept.
- The Chair is supported to prepare and deliver reports to the Board.
- The Committee is updated on pertinent issues / areas of interest / policy developments.
- Actions are taken forward between meetings and progress against those actions is monitored.

(11) Review

11.1 The Committee will review its effectiveness at least annually. These TOR are intended to ensure clarity of role and function for the QSC in its current form, operating within current structures. These TOR will be reviewed at least annually and more frequently if required. Any proposed amendments will be submitted to the Board for approval (and will not be deemed as operational until that agreement has been confirmed).

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Appendix 1 - Committee Responsibilities and Duties

Quality Assurance and Improvement

- a) Provide the Integrated Care Board with assurance that services are of a high quality, safe, effective, and provide patients and carers with positive experiences of care with an emphasis on outcomes not performance.
- b) Ensure that quality assurance data and information is used to inform commissioning decisions and drive improvements in quality.
- c) Approval of Quality and Clinical policies and procedures (clinical as in the scope of the Committee's TOR) to comply with relevant regulatory, legal and code of conduct requirements.
- d) Have oversight of the process and compliance issues concerning incident themes and any incidents being reviewed under the new Patient Safety Incidents Response Investigation Framework (PSIRF) and are informed of all Never Events with subsequent learning and mitigations.
- e) Have effective and transparent mechanisms in place to monitor mortality with clear and robust learning from deaths (including coronial inquests and PFD report)
- f) Receive reports and information relating to how the ICB is fulfilling its responsibility in relation to the strategic aim of tackling inequalities in experience, outcomes and access.
- g) A clear process for informing the key partners of any escalation or sensitive issues.
- h) Seek and consider assurance on the quality performance of NHS organisations in terms of the Care Quality Commission (CQC) and any other relevant regulatory bodies.
- i) Ensure processes are in place to interpret and implement local, regional and national policy (e.g. Quality Accounts, Safeguarding etc.) and provide assurance that policy requirements are embedded in services.
- j) Working with system partners, take action where required to investigate any quality, safety or experience concerns and to ensure that a clearly defined escalation process is in place, taking action to ensure that improvements in quality are implemented where necessary. Where appropriate to include liaison with appropriate external bodies such as the CQC.
- k) Ensure that statutory obligations relating to safeguarding children and adults are integral to services and robust processes are in place to deliver the statutory functions of all NHS Organisations and system partners.
- l) Receive and scrutinise independent investigation reports relating to system safety issues and agree any further actions.
- m) Oversee the development of System Wide quality indicators and other relevant quality indicators linked to the quality aspects of the NHS contract.
- n) Oversee the development of the Quality Dashboard to report summary quality metrics in line with local and national reporting requirements.

- o) Monitor Key Performance Indicators (KPIs) relating to system quality ensuring a strong focus on outcomes.
- p) Identify areas of risk to the quality and safety across the system and support the appropriate Delivery Board to manage these risks.
- q) Where necessary instigate System-wide recovery Action In line with the Quality Strategy escalation criteria.
- r) Establish and maintain strong links with the Health and Care Senate ensuring regular two-way communication in respect of key quality improvement and other associated activities.
- s) In partnership with other Committees, identify areas for targeting Continuous Quality Improvement work across the system, engaging with all system partners and feeding into the CQI Subgroup.
- t) Agree appropriate methodology/methodologies to undertake Continuous Quality Improvement activity:
 - Receive reports and updates on system wide improvements.
 - Work in partnership with all parts of the system to extend continuous quality improvement activity and ensure it is embedded in systems and processes utilised across the ICS.
 - 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.
 - Receive assurance that the ICB has effective and transparent mechanisms in place to monitor mortality and that it learns from death (including coronial inquests and PFD report).
- u) To be assured that people drawing on services are systematically and effectively involved in quality activities.

Appendix 2 – QSC Sub-Committees

- ☑ The Committee may delegate responsibility for specific aspects of its duties to sub-groups or other working groups. The ToR of each such sub-group or working group shall be approved by the Committee and shall set out specific details of the areas of responsibility and authority.
- ☑ Any sub-groups or working groups will report via their respective Chairs following each meeting or at an appropriate frequency as determined by the Committee.

Sub-groups will include:

- System Quality Group
- Staffordshire and Stoke-on-Trent Local Maternity and Neonatal System Partnership Board
- CQI System Subgroup
- Portfolio Boards – exceptions relating to quality as required
- QIA Panel
- Improving Population Health ICS Portfolio Board (Health Inequalities) by exception
- Health Economy Infection Prevention & Control Group
- All Age Continuing Care

Additional subgroups may be added as the ICB evolves.

- ☑ In addition, from time to time the Committee will receive exception reports relating to relevant system wide groups.