



**Trust Board Meeting: Wednesday 13 May 2020**

**TB2020.45a**

<b>Title</b>	<b>Integrated Assurance Committee Annual Review of Committee Effectiveness</b>
--------------	--

<b>Status</b>	For review and approval
<b>History</b>	Annual Report summarising the activities of the Integrated Assurance Committee and its predecessor committees during the 2019/20 financial year, setting out how they have met their Terms of Reference.

<b>Board Lead(s)</b>	<b>Professor Sir Jonathan Montgomery, Committee Chair</b>			
<b>Key purpose</b>	Strategy	<b>Assurance</b>	Policy	Performance

## Executive Summary

<p>1. Good practice states that the Trust Board should review the performance of its Committees annually to determine if they have been effective, and whether further development work is required.</p>
<p>2. However, this Committee was only formally established on 11 March 2020 and replaced two predecessor committees: the Quality Committee and the Finance and Performance Committee. One transitional meeting of the Committee took place during the 2019/20 financial year on 12 February 2020.</p>
<p>3. This Annual Report is to demonstrate to the Board the extent to which the Quality Committee and Finance and Performance Committee have met their Terms of Reference during the financial year 2019/20. The Report also reiterates the rationale for the establishment of the new Integrated Assurance Committee.</p>
<p>4. The Corporate Governance Team has reviewed the activities of the Committees and has assessed that they are consistent with their Terms of Reference. Attendance at the Committee was in line with the quorum set within its Terms of Reference.</p>
<p>5. However the Board considered that there was potential for greater triangulation and the consideration of the extent to which assurance can be taken in a more integrated way. In addition, opportunities were identified for a reduction in duplication and to secure the benefit of consideration of relevant matters by all Board members.</p>
<p>6. A new Integrated Assurance Committee has therefore been established with a transitional meeting during the 2019/20 year and a first full meeting in April 2020. The Terms of Reference for the Committee were approved by the Board in March 2020 and are due for review at the end of 2021. The current Terms of Reference are included at Appendix 1.</p>
<p>7. The success of these revised arrangements will be monitored during the 2020/21 financial year and it is intended that a formal interim review carried out after six months.</p>
<p><b>Recommendation</b></p> <p>The Committee is asked to <b>review</b> and <b>approve</b> the report.</p>

## Integrated Assurance Committee Annual Report

### 1. Background

- 1.1. Good practice states that the Trust Board should review the performance of its Committees annually to determine if they have been effective, and whether further development work is required.
- 1.2. This Committee was only formally established on 11 March 2020 and replaced two predecessor committees: the Quality Committee and the Finance and Performance Committee. One transitional meeting of the Committee took place during the 2019-20 financial year on 12 February 2020.
- 1.3. The purpose of the Committee is laid down in its Terms of Reference (Appendix 1). In summary, it is responsible for providing a structured forum for receiving, scrutinising and triangulating the main sources of evidence across the Trust to enable the Board to assess its level of confidence in the assurances provided regarding:
  - the Trust's values and culture;
  - the organisation's financial and operational performance;
  - the quality of services (including clinical effectiveness, patient experience and safety) across the organisation; and
  - the appropriate identification, assessment and management of risks.
- 1.4. This Annual Report therefore summarises the activities of the Trust's Quality Committee and Finance and Performance Committee for the financial year 2019/20 setting out how they met their Terms of Reference and key priorities.
- 1.5. The Report also reiterates the rationale for the establishment of the new Integrated Assurance Committee.

### Quality Committee

#### 2. Review by Corporate Governance Team

- 2.1. The review undertaken by the Corporate Governance Team focused on a review of the papers presented to the Quality Committee and by the Committee to the Trust Board in line with the agreed Terms of Reference. The review has been broken down into Responsibilities, Reporting, and Membership and Attendance.

##### **Responsibilities**

- 2.2. During 2019/20 the Committee has delivered the key responsibilities as set out in the Terms of Reference (Appendix 2). Compliance with the key responsibilities was evidenced by the routine presentation and consideration of:

- Patient perspective reporting including consideration of complaint themes, single sex accommodation breaches, communication with patients, ED waiting times, the care environment and the holistic needs of cancer patients;
- Review of the Board Assurance Framework and Corporate Risk Register including particular scrutiny of those risks within the remit of the Committee, to ensure that identified controls were appropriate to mitigate the risks to a level within the Trust's risk appetite;
- Review of the Integrated Performance Report including recommendations for its development;
- Updates on the harm review process for long-waiting patients;
- Reporting from the Clinical Governance Committee;
- Reporting from the Infection Prevention and Control Committee;
- Reporting on SIRIs and Never Events;
- Reporting on Mortality and Learning from Deaths;
- Review of the Maternity Dashboard;
- Quarterly reporting on Health and Safety;
- Reporting on Workforce and Organisational Development; and
- Reporting from the Guardian of Safe Working Hours.

2.3. In addition to its regular reports the Committee also undertook its responsibilities under its Terms of Reference through the following:

- Review of the development of the Quality Account and Trust Quality Priorities and monitoring of the delivery of the latter;
- Updates on the delivery of the CQUIN Programme;
- Review of the Trust's Winter Preparedness Plan;
- Review of the development of the Patient Experience Delivery Plan;
- Review of the development of the People Strategy;
- Review of the Trust's Seven Day Service Reporting against national standards;
- Consideration of the Clinical Audit Programme's achievements and planning;
- Consideration of the Annual Report on Public Engagement, Patient Experience, Complaints and PALS;
- Consideration of the Annual Report on Safeguarding; and
- Updates in relation to progress against delivery of the NHSI Undertakings.

### **Reporting**

- 2.4. The Committee reported to the Board after each meeting during the year. Reports included a description of the agenda items discussed, risks identified and key actions agreed.
- 2.5. Key risks highlighted to the Trust Board and monitored by the Committee included:
- the impact of operational issues on the safety and quality of care, to mitigate which the Quality Committee maintained close scrutiny of key quality indicators;
  - the impact of high bed occupancy on patient flow and the delivery of the 4 hour Emergency Department target for patient waiting times; and
  - pressures on Trust staff as a result of vacancy rates and high non-elective activity levels.
- 2.6. Significant items of interest reported to the Board included:
- the need to ensure consistency in the assessment of risks on divisional and corporate risk registers; and
  - the assurance that could be taken from summarised details of the outcomes of clinical audit across the Trust.

### **3. Membership and Attendance Record**

- 3.1. During 2019/20 the Quality Committee met five times with attendance recorded in the table below. The Committee was scheduled to meet six times under its terms of reference but the February meeting was replaced by a transitional meeting of the new Integrated Performance Committee (see below).
- 3.2. The table below demonstrates that every meeting of the Committee during the year was quorate. The quorum for any meeting of the Committee is attendance of a minimum of five members of which two will be Non-executive Directors and two Executive Directors. This was attained through the year with a non-executive Board member deputising for an absent colleague on two occasions.

Present: Members from 2019/20	10-Apr-19	12-Jun-19	14-Aug-19	09-Oct-19	11-Dec-19
Committee Chair – Non-Executive Director <b>(DM)</b>	✓	✓	✓	✓	N/A
Committee Chair – Non-Executive Director <b>(JM)</b>	N/A	N/A	N/A	N/A	✓
Non-Executive Director <b>(JM)</b>	✓	X	X	X	N/A
Non-Executive Director <b>(CG)</b>	✓	✓	✓*	✓*	N/A
Non-Executive Director <b>(PHP)</b>	N/A	N/A	N/A	N/A	✓
Non-Executive Director <b>(AS)</b>	N/A	N/A	N/A	N/A	✓
Chief Executive Officer <b>(BH)</b>	✓	X	✓	X	X
Chief Nursing Officer <b>(SF)</b>	X	✓	✓*	✓	✓
Chief People Officer <b>(JN - Interim)</b>	N/A	✓	✓	X	X
Chief Medical Officer <b>(MP)</b>	✓	✓	✓	✓*	✓
Chief Operating Officer <b>(SR)</b>	✓	✓	✓	✓	✓
Chief Assurance Officer <b>(EW)</b>	✓	✓*	✓	✓	✓*

## Key

✓	in attendance
*	Represented by deputy
X	not in attendance
	Not in post

#### 4. Assessment

- 4.1. The Committee has worked during the 2019/20 year to strengthen the assurance that it is able to provide to the Board by more closely considering how its agenda is linked to key risks on the Corporate Risk Register.
- 4.2. Support has been provided to the development of the Integrated Performance Report through the feedback of the Committee, particularly in strengthening the presentation of quantitative data. The Committee has also provided commentary to assist in the development of the Maternity Dashboard.
- 4.3. The Committee has supported the development of Quality Priorities for the Trust and has played a key role in monitoring their delivery.

#### Finance and Performance Committee

##### 5. Review by Governance Team

- 5.1. The review undertaken by the Corporate Governance Team focused on a review of the papers presented to the Finance and Performance Committee and by the Committee to the Trust Board in line with the agreed Terms of Reference. The review has been broken down into Responsibilities, Reporting, and Membership and Attendance.

## Responsibilities

5.2. During 2019/20 the Committee has delivered the key responsibilities as set out in the Terms of Reference (Appendix 2). Compliance with the key responsibilities was evidenced by the routine presentation and consideration of:

- Review of the Board Assurance Framework and Corporate Risk Register including particular scrutiny of those risks within the remit of the Committee, to ensure that identified controls were appropriate to mitigate the risks to a level within the Trust's risk appetite;
- Review of the Integrated Performance Report including recommendations for its development;
- Monitoring of the delivery of the Integrated Improvement Plan; and
- Monitoring of the process for and outcomes of the Divisional Quarterly Reviews.

5.3. In addition to its regular reports the Committee also undertook its responsibilities under its Terms of Reference through the following:

- Updates on and contributions to the development of the Trust's financial planning for 2019/20 including corporate and divisional planning;
- Monitoring of the processes for budget-setting and contracting;
- Review of the operational impact of the JR theatres refresh;
- Review of the Trust Cashflow Plan including sensitivity analysis;
- Review of the performance of the Trust HART (Home Assessment Re-ablement Team) Service;
- Updates on the financial delivery of the CQUIN Programme;
- Review of the Trust's Winter Preparedness Plan;
- Briefing on productivity opportunities;
- Updates in relation to progress against delivery of the NHSI Undertakings.

## Reporting

5.4. The Committee reported to the Board after each meeting during the year. Reports included a description of the agenda items discussed, risks identified and key actions agreed.

5.5. Key risks highlighted to the Trust Board and monitored by the Committee included:

- the impact on activity and waiting list size of capital work to refresh the John Radcliffe operating theatres;
- the uncertainty regarding the delivery of the financial control total, including elements related to specific divisions and corporate areas; and

- the possibility that system plan would provide insufficient to deliver the level of bed occupancy that was needed to support the Trusts Winter Plan.

5.6. Significant items of interest reported to the Board included:

- the need to ensure that the development and monitoring of the Trust Annual Plan included assumptions related to workforce and productivity; and
- an assessment of the performance of the HART contract.

## **6. Membership and Attendance Record**

6.1. During 2019/20 the Finance and Performance Committee met four times with attendance recorded in the table below. The Committee was scheduled to meet six times under its terms of reference but the February meeting was replaced by a transitional meeting of the new Integrated Performance Committee (see below). In addition the October meeting was replaced by an additional meeting of the Trust Board.

6.2. The table below demonstrates that every meeting of the Committee during the year was quorate. The quorum for any meeting of the Committee is attendance of a minimum of five members of which two will be Non-executive Directors and two Executive Directors.



<b>Present: Members from 2019/20</b>	<b>10-Apr-19</b>	<b>12-Jun-19</b>	<b>14-Aug-19</b>	<b>11-Dec-19</b>
Committee Chair – Non-Executive Director <b>(PHP)</b>	✓	✓	✓	✓
Non-Executive Director <b>(JM)</b>	X	X	X	✓
Non-Executive Director <b>(CG)</b>	✓	✓	X	N/A
Non-Executive Director <b>(AT)</b>	✓	✓	✓	✓
Chief Executive Officer <b>(BH)</b>	✓	✓	✓	✓
Chief Finance Officer <b>(JD)</b>	✓	✓	✓	✓
Chief Nursing Officer <b>(SF)</b>	X	✓	X	✓
Chief Medical Officer <b>(MP)</b>	X	✓	✓	✓
Chief Operating Officer <b>(SR)</b>	✓	✓	✓	✓

## Key

✓	in attendance
*	Represented by deputy
X	not in attendance
	Not in post

## 7. Assessment

- 7.1. The Committee has made a significant contribution to the ongoing review of progress against the NHSI Undertakings during the year.
- 7.2. It has also added value to the scrutiny of performance indicators by maintaining focus on particular metrics and drivers. These include close monitoring on 52 week waiters during the year and analysis of the breakdown of the reasons for breaches of the ED 4 hour standard.
- 7.3. In addition the Committee has supported the development of the Divisional Performance Review process, in particular through a focus on ensuring that reviews led to the development of clear action plans.

## Integrated Assurance Committee

### 8. Establishment and Rationale

- 8.1. The Board agreed to replace the previous Quality Committee and Finance & Performance Committee with a single Integrated Assurance Committee.
- 8.2. This was intended to better facilitate the triangulation of different types of performance information (operational, quality, financial and workforce) in considering the extent to which it was able to be assured by the evidence provided.
- 8.3. In addition it was noted that certain matters were considered by both of the predecessor committees to allow them to undertake monitoring and scrutiny with

respect to those matters under their remit. Examples of such matters are the Integrated Performance Report, Corporate Risk Register, Winter Plan and CQUIN Programme. Amalgamating the responsibilities of the two committees was therefore intended to reduce duplication and increase efficiency.

- 8.4. The membership of the Committee comprises all Board members and the Committee therefore benefits from the full range of experience and expertise of the Board in order to ensure that a wide range of perspectives are available to it. In addition it has been agreed that the Committee should benefit from Divisional Directors being in attendance for its discussions.
- 8.5. An initial, transitional meeting of the Integrated Assurance Committee was held on Wednesday 12 February and considered draft terms of reference. As noted above, this replaced the scheduled meetings of the Quality Committee and Finance and Performance Committee in February. Final terms of reference were approved by the Trust Board on 11 March.
- 8.6. Six meetings of the Committee are to be scheduled each year and for the 2020/21 financial year these are scheduled for the second Wednesdays on every other month, alternating with meetings of the Board.
- 8.7. It is proposed that any items that are presented to the Committee should fulfil one or more of the following roles:
  - 8.7.1. To enable the scrutiny of evidence in order to enable the Committee to assess its level of assurance;
  - 8.7.2. To demonstrate the ways in which the organisation is learning lessons and making improvements; and/or
  - 8.7.3. To explain how risks are being managed.
- 8.8. It is hoped that the inclusion of 'deep dives' on the agenda will permit the Committee time for more detailed scrutiny of issues of significance than is permitted by standard reporting.

## **9. Terms of Reference**

- 9.1. The Terms of Reference for the Committee were approved by the Board in March 2020 and are due for review at the end of 2021. The current Terms of Reference are included at Appendix 1.

## **10. Conclusion and Actions for 2020/21**

- 10.1. The review has identified that the Quality Committee and Finance and Performance Committee have delivered their responsibilities as set out in their Terms of Reference.
- 10.2. Attendance at meetings has been good and the Committees have been quorate for the whole year.

10.3. However the Board considered that there was potential for greater triangulation and the consideration of the extent to which assurance can be taken in a more integrated way. In addition, opportunities were identified for a reduction in duplication and to secure the benefit of consideration of relevant matters by all Board members.

10.4. A new Integrated Assurance Committee has therefore been established with a transitional meeting during the 2019/20 year and a first full meeting in April 2020.

10.5. The success of these revised arrangements will be monitored during the 2020/21 financial year and it is intended that a formal interim review carried out after six months.

10.6. It is recognised that in the medium term the ability of the Committee to establish in full its intended regular ways of working will be delayed by the interim arrangements that are required during the Covid-19 response.

## **11. Recommendation**

11.1. The Trust Board is asked to review and approve the report.

**Professor Sir Jonathan Montgomery**  
**Integrated Assurance Committee Chair**  
**May 2020**

Paper prepared by: Neil Scotchmer, Head of Corporate Governance

## Appendix 1

### Integrated Assurance Committee Terms of Reference

#### 1. Authority

- 1.1. The Integrated Assurance Committee (the Committee) is constituted as a standing committee of the Trust Board. The Committee has no executive powers, other than those specifically delegated in these Terms of Reference. The Terms of Reference can only be amended with the approval of the Trust Board.
- 1.2. The Committee is authorised by the Trust Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any member of staff and all members of staff are directed to co-operate with any request made by the Committee.
- 1.3. The Committee is authorised by the Trust Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experiences and expertise if it considers this necessary.

#### 2. Purpose of Committee

- 2.1. To provide a structured forum for receiving, scrutinising and triangulating the main sources of evidence across the Trust to enable the Board to assess its level of confidence in the assurances provided regarding:
  - the Trust's values and culture;
  - the organisation's financial and operational performance;
  - the quality of services (including clinical effectiveness, patient experience and safety) across the organisation; and
  - the appropriate identification, assessment and management of risks.

#### 3. Membership

- 3.1. The membership of the committee shall be composed of the following core members:
  - All Non-Executive Directors (one of whom will be the Chair of the Committee)
  - Chief Executive
  - Chief Medical Officer
  - Chief Nursing Officer
  - Chief Finance Officer
  - Chief Operating Officer
  - Chief Assurance Officer
  - Chief Digital and Partnerships Officer
  - Chief People Officer
- 3.2. The following are normally expected to be in attendance:
  - Divisional Director, Clinical Support Services

- Divisional Director, Medicine, Rehabilitation & Cardiac
- Divisional Director, Neurosciences, Orthopaedics, Trauma, Specialist Surgery, Children's & Neonates
- Divisional Director, Surgery, Women's & Oncology

#### **4. Attendance and Quorum**

- 4.1. The quorum for any meeting of the Committee shall be attendance of a minimum of 50% of members of which two will be Non-executive Directors and two Executive Directors.
- 4.2. It is expected that all members will attend at least 4 out of 6 committee meetings per financial year. An attendance record will be held for each meeting and an annual register of attendance will be included in the annual report of the committee to the Board.
- 4.3. If Executive Directors are unable to attend a meeting, they may nominate a deputy subject to agreement with the Chief Executive and consultation with the Committee Chair. Deputies will be counted for the purpose of the quorum.
- 4.4. If Divisional Directors are unable to attend a meeting, they may exceptionally nominate a deputy from within the divisional senior management team (Divisional Chief Operating Officer, Divisional Chief Nurse and Divisional Medical Director) subject to the agreement of the Committee Chair.
- 4.5. The Chair may request attendance by relevant staff at any meeting.

#### **5. Frequency of meetings**

- 5.1. Meetings of the Integrated Assurance Committee shall be held six times per year, scheduled to support the business cycle of the Trust and at such other times as the Chairman of the Committee shall identify, subject to agreement with the Chairman of the Trust and the Chief Executive.
- 5.2. The Chairman may at any time convene additional meetings of the Committee to consider business that requires urgent attention.
- 5.3. Meetings of the Integrated Assurance Committee shall be set at the start of the calendar year.

#### **6. Specific Duties**

- 6.1. The Integrated Assurance Committee shall:

##### **Annual Planning**

- 6.2. Monitor the development of the annual plan and the setting of the annual budget, ensuring that plans are appropriate in the context the Trust's strategic objectives and the Trust's risk profile.

##### **Integrated Performance**

- 6.3. Review the integrated performance of the Trust, assessing:
  - the Trust's performance against its annual financial plan and budgets;

- the Trust's performance indicators relevant to workforce and organisational development (including culture);
  - the performance of the Trust's corporate and non-clinical services;
  - the performance indicators relevant to the remit of the Committee; and
  - any other areas of performance referred to the Integrated Assurance Committee by the Trust Board.
- 6.4.** Monitor the effectiveness of the Trust's integrated performance reporting systems ensuring a clear alignment of strategy and performance and the provision of high quality information regarding organisational performance, in the quality, effectiveness and safety of services across the organisation.
- 6.5.** Review improvement programmes, ensuring they relate to priorities emerging from the integrated performance reporting, support sustainable change and create a culture that continuously improves and delivers quality care for our patients.

### **Quality**

- 6.6.** Monitor and review the effectiveness of
- clinical systems developed and implemented by the Clinical Governance Committee to ensure they maintain compliance with the Care Quality Commission's Fundamental Standards of quality & safety.
  - systems for safety within the Trust, with a particular focus on patient safety, staff safety and wider health & safety requirements, including a consideration of quality impact assessments of financial improvements and other change processes.
  - systems for delivering a high quality experience for all its patients and service users, including carers, with particular focus on involvement and engagement for the purposes of learning and making improvement.
  - systems for the monitoring of clinical outcomes and clinical effectiveness; with particular focus on ensuring patients receive the best possible outcomes of care across the full range of Trust activities.

### **Finance**

- 6.7.** Monitor the development and delivery of the Trust's annual financial plan, including the annual efficiency savings programme.
- 6.8.** Monitor the development and delivery of the Trust's strategy for medium term financial sustainability.
- 6.9.** Ensure that appropriate clinical advice and involvement in the medium and long term financial models is provided.
- 6.10.** Monitor the effectiveness of the Trust's financial and operational performance reporting systems, ensuring that the Board is assured of continued compliance through its regular reporting, reporting by exception where required.

### **Risk Management**

- 6.11. Consider any relevant risks within the Board Assurance Framework and Corporate Risk Register and the extent to which these are being appropriately managed and mitigated, reporting any areas of significant concern to the Audit Committee.
- 6.12. Identify any new or emerging corporate risks or opportunities.
- 6.13. Undertake deep dives on specific risk areas for more detailed scrutiny of issues of significance than is permitted by standard reporting.

### **Governance and Regulation**

- 6.14. Ensure the Trust's compliance with all legislative, regulatory and professional requirements.
- 6.15. Ensure the Trust's compliance with its Care Quality Commission registration by maintaining suitable systems of internal control, risk management and quality management, with particular emphasis on the Fundamental Standards of quality and safety.
- 6.16. Monitor and review the system for Quality Governance, Information Governance, Workforce Governance, Research & Development Governance ensuring that the Board is assured of continued compliance through its annual report, reporting by exception where required.

### **Other**

- 6.17. Undertake any other responsibilities as delegated by the Trust Board.
- 6.18. Identify annual objectives of the Committee, produce an annual work plan in the agreed Trust format, measure performance at the end of the year and produce an annual report. This will also include an assessment of compliance with the Committee's terms of reference and a review of the effectiveness of the committee.

## **7. Sub-Committees**

- 7.1 The Integrated Assurance Committee has no established sub-committees, but will draw insight and intelligence from a variety of mechanisms, including the Trust's internal performance review processes and meetings.

## **8. Administrative Support**

- 8.1. The Chief Executive is the nominated lead Executive Director for the Committee. Other Executive members will have roles in supporting the Committee in their respective areas.
- 8.2. The Integrated Assurance Committee will be supported administratively by the Head of Corporate Governance, who will ensure:
  - Agreement of the agenda with the Chief Executive and the Committee Chair.
  - Collation and distribution of papers at least five working days before each meeting.
  - Minutes are taken and records are maintained of matters arising and issues to be carried forward.

- Support to the Chair and members as required.

## **9. Accountability and Reporting arrangements**

- 9.1.** The Committee shall be directly accountable to the Trust Board.
- 9.2.** The Committee shall refer to the Board any issues of concern it has with regard to any lack of assurance in respect of any aspect regarding the quality, safety, performance and effectiveness of services across the organisation.
- 9.3.** The Chair of the Committee shall prepare a summary report to the Board detailing items discussed, actions agreed and issues to be referred to the Board, indicating the extent to which the Committee was able to take assurance from the evidence provided and where additional information was required.
- 9.4.** The Chair of the Committee is required to inform the Board on any exceptions to the annual work plan or strategy.
- 9.5.** The Chairman will report any specific issues on the risk register to the Audit Committee.

## **10. Monitoring Effectiveness and Compliance with Terms of Reference**

- 10.1.** The Committee will carry out an annual review of its effectiveness and provide an annual report to the Board on its work in discharging its responsibilities, delivering its objectives and complying with its terms of reference, specifically commenting on relevant aspects of the Board Assurance Framework and relevant regulatory frameworks.

## **11. Review of Terms of Reference**

- 11.1.** The Terms of Reference of the Committee shall be reviewed at least annually by the Integrated Assurance Committee and approved by the Trust Board.

**Date approved:** 11 March 2020  
**Approved by:** Trust Board  
**Next review date:** March 2021



**Appendix 2****Quality Committee  
Terms of Reference****12. Authority**

- 12.1.** The Quality Committee (the Committee) is constituted as a standing committee of the Trust Board. The Committee is a Non-Executive Committee and has no executive powers, other than those specifically delegated in these Terms of Reference. The Terms of Reference can only be amended with the approval of the Trust Board.
- 12.2.** The Committee is authorised by the Trust Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any member of staff and all members of staff are directed to co-operate with any request made by the Committee.
- 12.3.** The Committee is authorised by the Trust Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experiences and expertise if it considers this necessary.

**13. Purpose of Committee**

- 13.1.** The Quality Committee is responsible for providing the Trust Board with assurance on all aspects of quality including delivery, governance, clinical risk management, workforce and information governance, research & development; and the regulatory standards of quality and safety.

**14. Membership**

- 14.1.** The membership of the committee shall be composed of the following core members:
- 4 Non-Executive Directors (one of whom will be the Chair of the Committee)
  - Chief Executive
  - Chief Medical Officer
  - Chief Nursing Officer
  - Chief Operating Officer
  - Chief Assurance Officer
  - Chief People Officer
- 14.2.** All Board members outside the core membership have an open invitation to attend any meeting if he/she wishes to do so.

**15. Attendance and Quorum**

- 15.1.** The quorum for any meeting of the Committee shall be attendance of a minimum of five members of which two will be Non-executive Directors and two Executive Directors.
- 15.2.** It is expected that all members will attend at least 4 out of 6 committee meetings per financial year. An attendance record will be held for each meeting and an annual register of attendance will be included in the annual report of the committee

to the Board.

- 15.3.** If Executive or Non-executive Directors are unable to attend a meeting, they should nominate a deputy subject to agreement with the Chief Executive and consultation with the Committee Chairman. Deputies will be counted for the purpose of the quorum.
- 15.4.** The Chair may request attendance by relevant staff at any meeting.

## **16. Frequency of meetings**

- 16.1.** Meetings of the Quality Committee shall be held six times per year, scheduled to support the business cycle of the Trust and at such other times as the Chairman of the Committee shall identify, subject to agreement with the Chairman of the Trust and the Chief Executive.
- 16.2.** The Chairman may at any time convene additional meetings of the Committee to consider business that requires urgent attention.
- 16.3.** Meetings of the Quality Committee shall be set at the start of the calendar year.

## **17. Specific Duties**

6.1 The Quality Committee shall:

- Oversee the effectiveness of the clinical systems developed and implemented by the Clinical Governance Committee to ensure they maintain compliance with the Care Quality Commission' Fundamental Standards of quality & safety.
- Oversee an effective system for safety within the Trust, with particular focus on; patient safety, including a consideration of the quality impacts of the financial improvement and EBITDA performance, staff safety and wider health & safety requirements.
- Oversee an effective system for delivering a high quality experience for all its patients and service users, including carers, with particular focus on involvement and engagement for the purposes of learning and making improvement.
- Oversee an effective system for monitoring clinical outcomes and clinical effectiveness; with particular focus on ensuring patients receive the best possible outcomes of care across the full range of Trust activities.
- Assure the Trust's maintenance of compliance with the Care Quality Commission registration through assurance of the systems of control, with particular emphasis on the Fundamental Standards of quality and safety.
- Oversee and assure the Board on statutory and mandatory requirements, relating to quality of care.
- Oversee and assure on external assessment systems professional bodies' and regulatory bodies' requirements.
- Monitor and review the system for Quality Governance, Information Governance, Workforce Governance, Research & Development Governance, ensuring that the Board is assured of continued compliance through its annual report, reporting by exception where required.

- Identify annual objectives of the Committee, produce an annual work plan in the agreed Trust format, measure performance at the end of the year and produce an annual report. This will also include an assessment of compliance with the Committee's terms of reference and a review of the effectiveness of the committee.
- Consider any relevant risks within the Board Assurance Framework and corporate level risk register as they relate to the remit of the Committee, as part of the reporting requirements, and to report any areas of significant concern to the Audit Committee.
- Undertake any other responsibilities as delegated by the Trust Board.

## **18. Sub-Committees**

7.1 The Quality Committee has no formal sub-committees but it will receive regular reports from the Clinical Governance Committee.

## **19. Administrative Support**

8.1 The Quality Committee will be supported by the Medical Director, as the nominated lead Executive Director. The Committee will be supported administratively by the Head of Corporate Governance, whose duties in this respect will include:

- Agreement of the agenda with the Chief Medical Officer and the Committee Chair, collation and distribution of papers at least five working days before each meeting.
- Taking the minutes and keeping a record of matters arising and issues to be carried forward.
- Providing support to the Chair and members as required.

## **9. Accountability and Reporting arrangements**

9.1 The Committee shall be directly accountable to the Trust Board.

9.2 The Committee shall refer to the Board any issues of concern it has with regard to any lack of assurance in respect of any aspect of quality. The Chair of the Committee shall prepare a summary report to the Board detailing items discussed, actions agreed and issues to be referred to the Board. The Chairman will report any specific issues on the risk register to the Audit Committee.

9.3 The minutes of the Committee meetings shall be formally recorded and submitted to the next meeting of the Board following the production of the minutes.

## **10. Monitoring Effectiveness and Compliance with Terms of Reference**

10.1 The Committee will carry out an annual review of its effectiveness and provide an annual report to the Board on its work in discharging its responsibilities, delivering its objectives and complying with its terms of reference, specifically commenting on relevant aspects of the Board Assurance Framework and relevant regulatory frameworks.

**11. Review of Terms of Reference**

11.1 The Terms of Reference of the Committee shall be reviewed at least annually by the Quality Committee and approved by the Trust Board.

**Date approved: July 2019**  
**Approved by: Trust Board**  
**Next review date: July 2020**

**Appendix 3****Finance and Performance Committee  
Terms of Reference****1. Authority**

- 1.1. The Finance and Performance Committee (the Committee) is constituted as a standing committee of the Trust Board. The Committee is a Non-Executive Committee and has no executive powers, other than those specifically delegated in these Terms of Reference. The Terms of Reference can only be amended with the approval of the Trust Board.
- 1.2. The Committee is authorised by the Trust Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any member of staff and all members of staff are directed to co-operate with any request made by the Committee.
- 1.3. The Committee is authorised by the Trust Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experiences and expertise if it considers this necessary.

**2. Purpose of the Committee**

- 2.1. The Committee is responsible for providing information and making recommendations to the Trust Board on financial and operational performance issues and for providing assurance that these are being managed safely.

**3. Membership**

- 3.1. The membership of the committee shall be composed of the following core members:
  - 5 Non-Executive Directors (one of whom will be the Chair of the Committee)
  - Chief Executive
  - Chief Financial Officer
  - Chief Medical Officer
  - Chief Nursing Officer
  - Chief Operating Officer
- 3.2. All Board members outside the core membership have an open invitation to attend any meeting if he/she wishes to do so.

**4. Attendance and Quorum**

- 4.1. The quorum for any meeting of the Committee shall be attendance of a minimum of five members of which two will be Non-executive Directors.
- 4.2. It is expected that all members will attend at least 4 out of 6 committee meetings

per financial year. An attendance record will be held for each meeting and an annual register of attendance will be included in the annual report of the committee to the Board.

- 4.3. If Executive or Non-executive Directors are unable to attend a meeting they should nominate a deputy subject to agreement with the Chief Executive and consultation with the Committee Chairman. Deputies will be counted for the purpose of the quorum.
- 4.4. The Chair may request attendance by relevant staff at any meeting.

## **5. Frequency of meetings**

- 5.1. Meetings of the Finance and Performance Committee shall be held six times per year, scheduled to support the business cycle of the Trust and at such other times as the Chairman of the Committee shall identify, subject to agreement with the Chairman of the Trust and the Chief Executive.
- 5.2. The Chairman may at any time convene additional meetings of the Committee to consider business that requires urgent attention.
- 5.3. Meetings of the Committee shall be set at the start of the calendar year.

## **6. Specific Duties**

- 6.1 The specific responsibilities of the Committee are to:
- Review the integrated performance of the Trust
  - Provide overview and scrutiny in any other areas of financial and operational performance referred to the Performance and Finance Committee by the Trust Board.
  - Monitor the effectiveness of the Trust's financial and operational performance reporting systems ensuring that the Board is assured of continued compliance through its annual reporting, reporting by exception where required.
  - Review the Trust's performance against its annual financial plan and budgets.
  - Review the Trust's operational performance against its annual plan and to monitor any necessary corrective planning and action.
  - Monitor the performance of the Trust's physical estate and non-clinical services.
  - Provide overview and scrutiny to the development of the medium and long term financial models (MTFM and LTFM)
  - Ensure the MTFM and LTFM is designed, developed, delivered, managed and monitored appropriately
  - Ensure that appropriate clinical advice and involvement in the MTFM and LTFM is provided
  - Review the in-year delivery of annual efficiency savings programmes
  - Assure the Trust's maintenance of compliance with NHSI

- Review the performance indicators relevant to the remit of the Committee
- Identify annual objectives of the Committee, produce an annual work plan in the agreed Trust format, measure performance at the end of the year and produce an annual report
- Consider any relevant risks within the Board Assurance Framework and corporate level risk register as they relate to the remit of the Committee, as part of the reporting requirements, and to report any areas of significant concern to the Audit Committee or the Board as appropriate
- Undertake any other responsibilities as delegated by the Trust Board.

## **7. Sub-Committees**

7.1 The Finance and Performance Committee has no established sub-committees but it will receive information and assurances from the Trust's internal performance review processes and meetings.

## **8. Administrative Support**

8.1 The Finance and Performance Committee will be supported by the Chief Financial Officer, as the nominated lead Executive Director. The Committee will be supported administratively by the Head of Corporate Governance, whose duties in this respect will include:

- Agreement of the agenda with the Chief Financial Officer and the Committee Chairman, collation and distribution of papers at least five working days before each meeting.
- Taking the minutes and keeping a record of matters arising and issues to be carried forward.
- Providing support to the Chair and members as required.

## **9. Accountability and Reporting arrangements**

9.1. The Committee shall be directly accountable to the Trust Board.

9.2. The Committee shall refer to the Board any issues of concern it has with regard to any lack of assurance in respect of any financial or operational aspect. The Chair of the Committee shall prepare a summary report to the Board detailing items discussed, actions agreed and issues to be referred to the Board. The Chair of the Committee is also required to inform the Board on any exceptions to the annual work plan or strategy. The Chair will report any specific issues on the risk register to the Audit Committee.

9.3. The minutes of the Committee meetings shall be formally recorded and submitted to the next meeting of the Board following the production of the minutes.

## **10. Monitoring Effectiveness and Compliance with Terms of Reference**

10.1. The Committee will carry out an annual review of its effectiveness and provide an annual report to the Board on its work in discharging its responsibilities, delivering its objectives and complying with its terms of reference, specifically commenting on relevant aspects of the Board Assurance Framework and relevant regulatory

frameworks.

**11. Review of Terms of Reference**

11.2 The Terms of Reference of the committee shall be reviewed at least annually by the Committee and approved by the Trust Board.

**Date approved: July 2019**  
**Approved by: Trust Board**  
**Next review date: July 2020**