



**Bath and North East Somerset,
Swindon and Wiltshire**
Integrated Care Board

Bath and North East Somerset, Swindon and Wiltshire Integrated Care Board (BSW ICB):

Quality and Outcomes Committee – Terms of Reference (ToR)

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1. Establishment

The Quality and Outcomes Committee (the Committee) is established by the Integrated Care Board (ICB), in accordance with its Constitution and Scheme of Reservation and Delegation (SORD).

1.1 Terms of Reference:

Definition of terms: The Terms of Reference for the Committee are defined by the ICB.

Amendment: The terms of reference may be amended in accordance with the provisions in the Constitution and the SoRD.

Publication: The terms of reference must be published on the ICB website

1.2 Purpose

The ICB has a statutory duty to exercise its functions with a view to securing continuous improvement in the quality of services provided to individuals for or in connection with the prevention, diagnosis or treatment of illness.

The purpose of the committee is therefore to provide assurance to the ICB Board that:

- the ICB is discharging this duty and its functions with a view to securing continuous improvement in the outcomes that are achieved from the provision of the services
- the ICB as a body corporate has the right quality governance processes in place.
- the ICB is working effectively with providers of health services in its area to ensure the effectiveness, safety and good user experience of services

2. Roles and responsibilities

This section describes the Committee's duties, authority, accountability and reporting.

2.1 Duties

The Committee's duty is to assure the board on:

- Service quality (incorporating patient safety, clinical effectiveness and patient experience) and service performance
- Health outcomes and inequalities
- Quality Governance arrangements

Providing assurance involves:

- **Scrutinising** the robustness of quality processes, e.g. quality planning, internal controls, continuous improvement processes.
- **Triangulating multiple sources** of internal and external information, including:
 - Data analysis and contract performance intelligence
 - Patients', service users' and carers' reports, surveys, complaints, and concerns
 - Evidence from key clinicians and managers from commissioned services
 - Other intelligence agreed to be important and reliable
- **Remedial action:** Where assurance cannot be provided in part or in full, to provide the Board with details of remedial actions being taken and or being recommended.
- **Considering efficacy and efficiency:** Things are not only in place but the right things are being done in the right way to achieve the right objectives, which support the ICS aims.

The committee and its members are bound to uphold standards in public life, in accordance with the Nolan principles.

2.1.1 Service Quality and Performance

With regard to service quality and performance, the board requires assurance on:

- **Priorities:** The quality priorities in the ICB strategy/ annual plan, include priorities to address variation/ inequalities in care
- **Processes:** Including scope, management, patient and public involvement and continuous improvement

Service quality process assurance

Components	<ul style="list-style-type: none">• Service quality and performance assurance includes<ul style="list-style-type: none">– Dimensions of quality set out in the Shared Commitment to Quality and in the Health and Care Act 2022– All quality dimensions set out in Directives, Regulations, national standard, policies, reports, reviews and best practice as issued by the Department of Health and Social care, NHS England (NHSE) and other regulatory bodies / external agencies (e.g. Care Quality Commission (CQC), National Institute for Health and Care Excellence (NICE))– ICB statutory requirements , for example for equality and diversity, safeguarding adults and children, infection prevention and control, medicines optimisation and safety– The patient experience– Other national and local performance metrics– Clinical commissioned services<ul style="list-style-type: none">○ Care delivered by providers and place
Management	<ul style="list-style-type: none">• Robust processes in place for the management of quality, performance, quality planning, control, and improvement, and ensuring that timely action is taken to address areas of concern
Patient and public involvement	<ul style="list-style-type: none">• All strategies and activities include<ul style="list-style-type: none">– Service user/patient and public involvement– Asset-based and person and community-centred ways of working
Continuous improvement	<ul style="list-style-type: none">• Learning from incidents, never events, complaints, claims and deaths (including coronial inquests and prevent further deaths report) is identified, disseminated and embedded• Quality improvement methodology is being used to address quality issues and priorities

2.1.2 Health outcomes and inequalities

With regard to health outcomes and inequalities, the committee requires assurance that the following functions are being carried out within BSW:

- **Understanding needs:** Provide a common understanding of health and wellbeing needs
- **Targeting:** Help target resource/services to groups most in need by adopting a “proportional universalism” approach
- **Addressing inequalities** facing prioritised segments of the population, e.g. those within the protected characteristic categories, including addressing gaps identified by Equality Impact Assessments (EIA) and Equality Health Impact Assessments (EHIA)

- **Prevention:** Maximise effectiveness of prevention efforts by joining up input of Public Health England (PHE), NHSE and Local Government Public Health
- **Wider determinants:** Ensure focus on wider determinants of health and links in primary, secondary, and tertiary health prevention approaches
- **Interventions:** Support evidence-based interventions across the Integrated Care System (ICS)
- **Offering choice:** Ensure that the Universal Model of Personalised Care where people have choice and control over the way their health and care is implemented
- **Transformation:** Provide updates on programmes of transformation changes across BSW ICS
- **Embedding PHM:** Ensuring the infrastructure across all levels of BSW ICS to make population health management “business as usual”

2.1.3 Quality governance arrangements

The board requires assurance on:

- The structures and processes in place at system and place level
- Governance of the quality strategy

2.1.4 Authority:

The committee is authorised to:

Investigate	Investigate any activity within its terms of reference.
Seek information	Seek any information it requires within its remit, from any employee or member of the Board.
Commission reports	Commission reports required to help fulfil its obligations.
Obtain advice	Obtain independent professional advice and secure the attendance of advisors with relevant expertise to fulfil its functions. In doing so, the Committee must follow any procedures put in place by the ICB for obtaining professional advice.
Create Task & Finish Groups	Create, with agreement of the ICB, task and finish sub-groups for specific programmes of work. Determine the terms of reference of task and finish sub-groups, in accordance with the Boards constitution, Standing Orders and SoRD – but no decisions may be delegated to these groups.

2.1.5 Delegation in the Scheme of Reservation & Delegation

The ICB has delegated authority to the Quality and Outcomes Committee as set out in the SoRD, which may be amended in accordance with the ICB Constitution.

Decisions Delegated by the Scheme of Reservation & Delegation (SoRD)

- Oversee and monitor ICB and system performance
- Scrutinise arrangements in place for effective quality planning, control and improvement.
- Be assured that areas of concern are addressed by timely action,
- Highlight areas of unsatisfactory redress to the Board, and recommend implementation of remedial action by the ICB Director of Nursing
- Approve recommendations regarding clinical protocols, service reviews and pathway redesign
- Oversee and scrutinise the ICB's response to all relevant directives, regulations, national standard, policies, reports, reviews and best practice as issued by the Department of Health and Social Care, NHS England and other regulatory bodies / external agencies and recommend to the board courses of action to ensure compliance where warranted
- Approve ICB clinical policies
- Agree ICB quality improvement programmes, based on a holistic view of the interrelations of quality, finance, workforce and performance

2.2 Accountability and reporting

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

Accountabilities	Description
Draft minutes and reports	<ul style="list-style-type: none">• The Committee receives scheduled assurance reports from the System Quality Group• The Secretary formally records the minutes of each meeting• The Chair of the Committee reports to the Board after each meeting and provides a report on assurances received and decisions taken, escalating any concerns, where necessary
Monitor attendance	<ul style="list-style-type: none">• Attendance is monitored and profiled as part of the agenda at each Committee meeting• Members should aim to attend 100% of meetings and must attend at least 75% of meetings, and read all papers beforehand
Draft annual work plans	<ul style="list-style-type: none">• The Committee produces an annual work plan in consultation with the Board
Conduct annual self-assessment	<ul style="list-style-type: none">• The Committee undertakes an annual self-assessment of its performance against the annual plan and terms of reference• Any resulting proposed changes to the terms of reference are submitted for approval by the Board• The Committee utilises a continuous improvement approach in its delegation• Members review the effectiveness of the meeting at each sitting

Accountabilities	Description
Annual Report	<ul style="list-style-type: none"> The Committee provides the Board with an Annual Report, timed to support finalisation of the accounts and the Governance Statement The report includes <ul style="list-style-type: none"> The governance cycle A summary of the business conducted, Frequency of meetings, membership attendance, and quoracy The committee's self-assessment
Audit Committee Report	The Committee advises the Audit Committee on the adequacy of assurances available and contributes to the Annual Governance Statement.

3. Committee meetings

This section sets out meeting:

- Composition and quoracy
- Frequency and formats
- Procedures

3.1 Composition and quoracy

This section sets out the meeting composition and quoracy requirements.

	Description of expectation
Chair	An independent non-executive member of the Board appointed for their specific knowledge skills and experience and suitability.
Deputy Chair	Committee members may appoint a Vice Chair from amongst the members.
Absence of Chair or Vice Chair	In the absence of the Chair, or Vice Chair, the remaining members present elects one of their number Chair the meeting.
Membership	<ul style="list-style-type: none"> • Prof Rory Shaw (ICB Non-Executive Director for Quality, Chair) • Julian Kirby (Non-Executive Director for Public and Community Engagement) • Paul Miller (ICB Non-Executive Director for Finance) • Dr Francis Campbell (ICB Partner Member Primary Care) • Will Godfrey (ICB Local Authority Partner Member BaNES) • Stacey Hunter (ICB NHS Trusts & NHS Foundation Trusts Partner Member – acute sector) • Gill May (ICB Chief Nurse) • Dr Amanda Webb (ICB Chief Medical Officer)

	Description of expectation
	<ul style="list-style-type: none"> • Rachael Backler (ICB Executive Director of Performance and Planning) • Jane Moore (ICB Executive Director of Equalities, Innovation and Digital Enterprise) • Richard Smale (ICB Executive Director for Strategy and Transformation) <p>Regular (non-voting attendees):</p> <ul style="list-style-type: none"> • Healthwatch <p>EDI: When determining the membership of the Committee, consideration will be given to diversity and equality and inclusion.</p>
Attendees and procedure for absence	<p>Only members of the Committee have the right to attend meetings, however other executive directors or senior officers of the ICB may be required to attend at the Committee's request.</p> <p>Other individuals including representatives from the Health and Wellbeing Board(s), may be invited to attend all or part of any meeting to assist it with its discussions on specific matters.</p> <p>The Chair and Chief Executive of the ICB may attend any meeting to contribute and gain an understanding of the Committee's operations.</p> <p>Procedure for absence:</p> <p>Where a member or any attendee of the Committee (who is not a member of the Committee) is unable to attend a meeting, a suitable alternative may be agreed with the Chair.</p> <p>The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.</p>
Quoracy and Procedure for Inquoracy	<p>Threshold: Five members, including one Non-Executive Member, plus at least either the Chief Nurse or Chief Medical Officer, plus one partner member.</p> <p>Absence: Where members are unable to attend, they should ensure that a named and briefed deputy able to participate on their behalf attends in their place.</p> <p>Disqualification: If any member of the Committee is disqualified from participating in an item on the agenda, due to a declared conflict of interest, that individual no longer counts towards the quorum.</p> <p>Inquoracy: If the meeting becomes inquorate, and if members agree, the meeting may continue but cannot take decisions. Any decisions in principle must be ratified at the next meeting of the Committee.</p>

3.2 Frequency and formats

This section on Committee meetings describes the meeting frequency and formats.

Description of rules	
Meeting frequency	<p>The Committee will meet at least six times a year.</p> <p>Additional meetings may be convened on an exceptional basis at the discretion of the Committee Chair.</p> <p>The Board, ICB Chair or Chief Executive may ask the Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.</p>
Open vs closed	<p>Where this is warranted by the nature of the business arising, the agenda is divided into two parts. Part 1 is open to the whole committee, including invited attendees. Part 2 is a closed session for members only to discuss confidential information.</p>
Virtual meetings and extra-ordinary meetings	<p>A meeting is constituted when members attend face-to-face, via telephone or video conferencing, any other electronic means, or through a combination of the above. Quoracy rules apply in any case. For the avoidance of doubt, this provision applies to and facilitates the Committee's decision making by email, should this be required to expedite an urgent decision.</p>

3.3 Procedures

Procedure	Description of rules and expectations:
Agenda	<p>The Chair is responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these ToR.</p> <p>Members are expected to identify agenda items for consideration to the Chair and any meeting papers using the prescribed format at least 14 calendar days before the meeting.</p>
Decision-making	<p>Decisions: Decisions are taken in accordance with the Standing Orders and are normally arrived at by consensus. When this is not possible the Chair may call a vote.</p> <p>Virtual voting: If a decision cannot wait for the next scheduled meeting and an extraordinary meeting is not appropriate or possible, the Chair may conduct business on a 'virtual' basis through the use of telephone, email, or other electronic communication.</p>
Voting	<p>Eligibility: Only members of the Committee may vote. Each member is allowed one vote and a majority is conclusive on any matter.</p>

Procedure	Description of rules and expectations:
	<p>Casting Vote: The chair may have a casting vote, if members are equally divided on an issue.</p> <p>Recording of votes: The result of the vote will be recorded in the minutes.</p>
Conflicts of interest	<p>Declarations: All members, ex-officio members and those in attendance must declare any actual or potential conflicts of interest. This is recorded in the minutes.</p> <p>Exclusions: The Committee will follow and apply the ICB's Standards of Business Conduct with regards to the management of conflicts of interest. This means that the Chair will consider the exclusion of members and / or attendees from discussion and / or decision-making if individuals have a relevant material or perceived interest in a matter under consideration.</p>
Conduct	The Committee conducts its business in accordance with relevant codes of conduct / good governance practice, including the Nolan principles of public life, the ICB Standards of Business Conduct Policies, and other relevant policies / guidance on good and proper meeting conduct for NHS organisations.

4. Secretariat and administration

This section describes the functions of the secretariat whose role is to support the Committee in the following ways:

Functions	Description
Distribute papers	Prepare and distribute the agenda and papers in accordance with the Standing Orders following their agreement by the Chair with the support of the relevant executive lead.
Monitor attendance	Monitor the attendance of those invited to each meeting and highlight to the Chair those that are not meeting the minimum attendance requirements.
Maintain records	Record conflicts of interest, members' appointments and renewal dates. Provide prompts to renew membership and to identify new members where necessary. Applies and implements records management per the ICB's policies.
Minute Taking	Take good quality minutes and agree them with the Chair. Keep a record of matters arising, action points and issues to be carried forward.
Support for Chair & Committee	Support the Chair in preparing and delivering reports to the Board.

Functions	Description
	Take forward action points between meetings and monitor progress against those actions.
Provide updates	Update the Committee on pertinent issues/ areas of interest/ policy developments.
Governance advice	Provide easy access to governance advice for committee members

Appendix I: Revision History

Version	Date	Approved by	Review	Type of changes
V1.0	1 July 2022	Board of ICB	Annually	Creation of ToR
V2.0	1 November 2022	Board of ICB	Interim	Review and revision of ToR
V3.0	17 November 2022			Minor amendments to section 1.2

Document control

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