



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

### Quality and Outcomes Committee – Terms of Reference (ToR)

#### Table of Contents

<b>1. Establishment</b> .....	<b>2</b>
1.1 Definitions.....	2
1.2 Purpose.....	2
<b>2. Roles and responsibilities</b> .....	<b>2</b>
2.1 Duties .....	2
2.1.1 Outcomes and inequalities in health, care and wellbeing.....	2
2.1.2 Service Quality and Performance .....	3
2.1.3 How duties are executed .....	3
2.2 Authority:.....	4
2.3 Accountability and reporting .....	5
<b>3. Committee meetings</b> .....	<b>6</b>
3.1 Composition and quoracy .....	6
3.2 Frequency and formats .....	7
3.3 Procedures .....	8
<b>4. Secretariat and administration</b> .....	<b>9</b>
<b>Appendix I: Revision History</b> .....	<b>10</b>

## 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 Definitions:

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

**Amendment:** The terms of reference may only be changed with approval of the ICB board.

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

### 1.2 Purpose

To agree the priorities for quality improvement and provide assurance to the board that the quality governance arrangements are continuously improving:

- Outcomes and inequalities in health, care and wellbeing
- Quality of health and care provision and unwarranted variation

## 2. Roles and responsibilities

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

### 2.1 Duties

- **Priorities:** Agree and recommend the key quality priorities that are included within the ICB strategy/ annual plan, including priorities to address variations/ inequalities in:
  - Health and care outcomes
  - Patient experience
  - Safety of health and care
- **Risks:** Focus on the risks included in the board assurance framework (BAF) which relate to quality and could impact on health and care outcomes:
  - Seek assurances from the relevant ICB executive that significant gaps in controls are addressed
  - Assess the strength of assurances, recognising the potential for false (e.g. not resulting in the right outcomes) or incomplete assurance
- **Compliance:** Seek assurances that significant gaps in the ICB's compliance with statutory and regulatory requirements are being addressed

#### 2.1.1 Outcomes and inequalities in health, care and wellbeing

The committee requires assurance that health inequalities and poor outcomes are being addressed by:

- **Understanding population health and care needs:** Providing a common understanding of health, care and wellbeing needs
- **Targeting:** Helping target resource/services to the population in most need by adopting a "proportional universalism" approach
- **Addressing health 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:** Maximising effectiveness of prevention efforts by joining up input of Public Health England (PHE), NHSE and Local Government Public Health
- **Wider determinants:** Focusing on wider determinants of health and links in primary, secondary, and tertiary health prevention approaches
- **Interventions:** Supporting evidence-based interventions across the Integrated Care System (ICS), with quantitative outcome targets for improvements, with timescales and monitoring delivery against these.
- **Offering choice:** Following the Universal Model of Personalised Care, where people have choice and control over the way their health and care is implemented
- **Transformation:** Providing updates on programmes of transformation changes across BSW ICS
- **Embedding PHM:** Establishing the infrastructure across all levels of BSW ICS to make population health management “business as usual”

### 2.1.2 Service Quality and Performance

The committee requires assurance that inequalities in health outcomes and unwarranted variations (and where variation does exist, there is the evidence to support it) in service quality are being addressed by:

- **Quality management:** Robust structures and processes for the effective management of quality, including mechanisms to review and monitor the effectiveness of the quality of care delivered by providers and place
- **Quality Improvement Programmes (QIPs):** Effective and sustained delivery of the ICB QIPs, including regular high-level reports on the outcomes of quality improvement programmes, supported by quantitative population health data
- **Policies:** Policies related to quality and safety
- **Continuous learning:** The ICB seeks assurance that lessons are learned from all relevant sources, for example, incidents, never events, mortality, complaints, safeguarding case reviews and claims and that learning is disseminated and embedded
- **Stakeholder engagement:** People drawing on services are systematically and effectively involved as equal partners in quality activities
- **Meeting statutory and regulatory requirements, including:**
  - The dimensions of quality set out in the Shared Commitment to Quality and in the Health and Care Act 2022.
  - The ICB’s statutory responsibilities for safeguarding adults and children, infection prevention and control, medicines optimisation and safety, equality and diversity as it applies to people drawing on services
  - Directives, Regulations, national standard, policies, reports, reviews and best practice as issued by the DHSC, NHSEI and other regulatory bodies / external agencies (e.g. CQC, NICE) to gain assurance that they are appropriately reviewed and actions are being undertaken, embedded and sustained

### 2.1.3 How duties are executed

In executing these duties, committee members must:

- Comply with standing orders, standing financial instructions, ICB policies and the scheme of reservation and delegation
- Take account of guidance issued by the government, the Department of Health and the NHS

- Adhere to all relevant laws and regulations
- Conduct business in line with the ICB values, objectives and principles
- Demonstrate that they have considered the equality and diversity implications of decisions they make.
- Uphold standards in public life, in accordance with the Nolan principles of public life

The Quality Committee will provide assurance to the ICB by:

- **Scrutinising** the relevance, quality, completeness of information provided
- **Triangulating multiple sources** of internal and external information
- Agreeing **improvement action**: highlighting weaknesses, identifying opportunities for learning and improvement, and making recommendations for remedial actions
- Considering **efficacy and efficiency**: quality governance systems and processes are being operated correctly so that the desired outcomes are achieved in an optimal way.

## 2.2 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.

### 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)
<ul style="list-style-type: none"> <li>• Oversee and monitor ICB and system performance</li> <li>• Scrutinise arrangements in place for effective quality planning, control and improvement.</li> <li>• Be assured that areas of concern are addressed by timely action</li> <li>• Highlight areas of unsatisfactory redress to the Board, and recommend implementation of remedial action by the ICB Chief Nurse</li> </ul>

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

- 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

### 2.3 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"> <li>• The Committee receives scheduled assurance reports from the System Quality Group</li> <li>• The Secretary formally records the minutes of each meeting</li> <li>• 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</li> </ul>
Monitor attendance	<ul style="list-style-type: none"> <li>• Attendance is monitored and profiled as part of the agenda at each Committee meeting</li> <li>• Members should aim to attend 100% of meetings and must attend at least 75% of meetings, and read all papers beforehand</li> </ul>
Draft annual work plans	<ul style="list-style-type: none"> <li>• The Committee produces an annual work plan in consultation with the Board</li> </ul>
Conduct annual self-assessment	<ul style="list-style-type: none"> <li>• The Committee undertakes an annual self-assessment of its performance against the annual plan and terms of reference</li> <li>• Any resulting proposed changes to the terms of reference are submitted for approval by the Board</li> <li>• The Committee utilises a continuous improvement approach in its delegation</li> <li>• Members review the effectiveness of the meeting at each sitting</li> </ul>
Annual Report	<ul style="list-style-type: none"> <li>• The Committee provides the Board with an Annual Report, timed to support finalisation of the accounts and the Governance Statement</li> <li>• The report includes <ul style="list-style-type: none"> <li>– The governance cycle</li> <li>– A summary of the business conducted</li> <li>– Frequency of meetings, membership attendance, and quoracy</li> </ul> </li> </ul>

Accountabilities	Description
	– The committee’s self-assessment, including evidence of successful delivery against targets
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"> <li>• Prof Rory Shaw (ICB Non-Executive Director for Quality, Chair)</li> <li>• Julian Kirby (Non-Executive Director for Public and Community Engagement)</li> <li>• Paul Miller (ICB Non-Executive Director for Finance)</li> <li>• Dr Francis Campbell (ICB Partner Member Primary Care)</li> <li>• Will Godfrey (ICB Local Authority Partner Member BaNES)</li> <li>• Stacey Hunter (ICB NHS Trusts &amp; NHS Foundation Trusts Partner Member – acute sector)</li> <li>• Gill May (ICB Chief Nurse)</li> <li>• Dr Amanda Webb (ICB Chief Medical Officer)</li> <li>• Rachael Backler (ICB Executive Director of Performance and Planning)</li> <li>• Jane Moore (ICB Executive Director of Equalities, Innovation and Digital Enterprise)</li> <li>• Richard Smale (ICB Executive Director for Strategy and Transformation)</li> <li>• Steve Maddern (Director of Public Health)</li> </ul>

Description of expectation	
	<p>Regular (non-voting attendees):</p> <ul style="list-style-type: none"> <li>• Healthwatch</li> </ul> <p><b>EDI:</b> 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, Chief Executive and Chief Finance Officer of the ICB may attend any meeting to contribute and gain an understanding of the Committee's operations.</p> <p><b>Procedure for absence:</b></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><b>Threshold:</b> Five members, including one Non-Executive Member, plus at least either the Chief Nurse or Chief Medical Officer, plus one partner member.</p> <p><b>Absence:</b> 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><b>Disqualification:</b> 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><b>Inquoracy:</b> 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>

Description of rules	
	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.
Open vs closed	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.
Virtual meetings and extra-ordinary meetings	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.

### 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><b>Decisions:</b> Decisions are taken in according with the Standing Orders and are normally arrived at by consensus. When this is not possible the Chair may call a vote.</p> <p><b>Virtual voting:</b> 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><b>Eligibility:</b> Only members of the Committee may vote. Each member is allowed one vote and a majority is conclusive on any matter.</p> <p><b>Casting Vote:</b> The chair may have a casting vote, if members are equally divided on an issue.</p> <p><b>Recording of votes:</b> The result of the vote will be recorded in the minutes.</p>
Conflicts of interest	<p><b>Declarations:</b> 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>



Procedure	Description of rules and expectations:
	<b>Exclusions:</b> 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.
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.  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	Annual	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
V4.0	13 July 2023	Board of the ICB	Annual	Review and revision of 1.2 (Purpose) and 2.1 (Duties)

### Document control

The controlled copy of this document is maintained by BSW ICB. Any copies of this document held outside of that area, in whatever format (e.g., paper, email attachment), are considered to have passed out of control and should be checked for currency and validity.

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