



**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. Introduction**

1.1 In accordance with the BSW ICB Constitution, the BSW ICB Board establishes the Quality and Outcomes Committee (the Committee) as a committee of the ICB Board.

1.2 These Terms of Reference

- set out the membership, remit, responsibilities and reporting arrangements of the Committee;
- are defined by, and may be amended by, the BSW ICB Board in accordance with the BSW ICB Constitution and Scheme of Reservations and Delegations (SoRD)
- are published on the ICB's website, as part of the BSW ICB Governance Handbook.

## **2. Responsibilities and duties**

2.1 The core purposes of an Integrated Care System are 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.

2.2 The purpose of the Committee is to assure the Board that the ICB, in pursuing these aims, delivers its functions in a way that secures continuous improvement and innovation with respect to the quality, safety, outcomes and performance of commissioned services. This includes reducing inequalities in access to and outcomes of health and care services, and reducing unwarranted variation in service provision.

2.3 The scope of the Committee's activities are the services commissioned by BSW ICB on behalf of the BSW population.

2.4 The Committee's responsibilities and duties are:

2.4.1 To take assurance, and assure the Board, that the ICB has robust arrangements in place to meet statutory and regulatory requirements regarding

- i. the dimensions of quality set out in the Shared Commitment to Quality and in the Health and Care Act 2022;
- ii. the ICB's 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;

2.4.2 To take assurance and assure the Board, that the ICB appropriately reviews, actions, responds to, and embeds sustainably directives, regulations, national standard, policies, reports, reviews and best practice relating to outcomes, quality, safety and performance of commissioned services that are issued by the DHSC, NHSEI and other regulatory bodies or external agencies (e.g. CQC, NICE);

- 2.4.3 To take assurance, and assure the Board, that the ICB has in place robust and transparent structures and processes for
- i. the effective planning, delivery, management and improvement of outcomes, quality safety and performance of commissioned services – ensuring that services are equitable and accessible; deliver value for money; and meet NHS Constitutional Standards;
  - ii. the discharge of the ICB's statutory obligations relevant to outcomes, quality, safety and performance of commissioned services;
  - iii. the effective and sustained delivery of the ICB Quality Improvement Programmes;
  - iv. the review and monitoring of the effectiveness of the quality of care delivered by providers and place;
  - v. the monitoring of mortality and the dissemination and embedding of lessons learnt (including from coronial inquests and PFD reports);
- The Committee will highlight to the Board any areas of concern or unsatisfactory redress, and recommend to the ICB implementation of remedial action by the ICB Chief Nurse Officer.
- 2.4.4 To scrutinise risks on the BAF and Corporate Risk Register which relate to outcomes, quality, safety and performance of commissioned services; and to take assurance that identified risks are managed robustly;
- 2.4.5 To take assurance and assure the Board that the ICB has in place effective mechanisms to identify opportunities and sources of learning with regards to best practice and innovation, and to make such learning fruitful for the NHS in BSW.
- 2.4.6 To regularly consider reports and intelligence from all relevant sources on patient experience of commissioned services, recommend to the ICB remedial actions to address concerns as may be required, and take assurance that learning is identified, shared and embedded. Reports and intelligence may include reports from the System Quality Group; reports on incidents, never events, complaints and claims; Serious Case Reviews; Adult Learning Reviews; Domestic Homicide reviews; reports from Local Safeguarding Partnerships, Safeguarding Adult Boards and Safer Community Partnerships.

### **3. Authority**

- 3.1 The Committee is authorised to
- a. Investigate any activity within its terms of reference;
  - b. Seek any information it requires within its remit, from any employee or member of the Board;

- c. Commission reports required to help fulfil its obligations;
- d. 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;
- e. Create sub-groups of the Committee, and determine the terms of reference of such sub-groups in accordance with the ICB Board's constitution, Standing Orders and SoRD. The Committee may not delegate any of its decision-making powers to such groups.
- f. Call and hold committee-to-committee meetings with the ICB Commissioning Committee, with the ICB Finance Committee, and with Local Commissioning Groups as required.

## **4. Accountability and reporting**

- 4.1 The Committee is accountable to the BSW ICB Board and reports to the BSW ICB Board on how it discharges its responsibilities.
- 4.2 After each meeting of the Committee, the Committee Chair reports to the Board about decisions taken, assurances received, and any concerns that the Committee wishes to escalate.  
Reporting will be through the form as specified by and agreed with the BSW ICB Board, and may take the form of the Committee's minutes, of exception or highlight reports, or dedicated reports produced by the Committee.
- 4.3 On behalf of the Committee, the Chair may also report about other issues and matters within the Committee's remit that in the Committee's view require the attention or decision-making of the BSW ICB Board.
- 4.4 The Committee will submit to the Board any such reports about its work, business conducted and decisions taken as the Board may request, including annual reports that support both the development and the assurance of the ICB's Annual Report.
- 4.5 The Committee receives scheduled assurance reports from any sub-groups that it establishes, in a format that is determined by the Committee and enables it to obtain the assurances that it seeks.

## **5. Membership**

- 5.1 The following are members of the Committee who have voting rights and decision-making powers:
  - The ICB Non-Executive Director for Quality, (Chair)
  - The ICB Non-Executive Director for Public and Community Engagement
  - The ICB Non-Executive Director for Remuneration and People
  - The ICB Chief Executive Officer

- The ICB Chief Nurse
- The ICB Chief Medical Officer
- The ICB Executive Director Swindon and Lead for Primary Care and Mental Health
- NHS Trusts and NHS Foundation Trusts Partner Member – acute sector Primary Medical Services Partner Member
- Local Authority Partner Member – Wiltshire

5.2 The following are regular attendees of the Committee who inform and advise the Committee, and have no voting rights or decision-making powers:

- Healthwatch
- The ICB Deputy Chief Nurse
- Community Provider, HCRG
- One Non-Executive Director from NHS Trusts and NHS Foundation Trusts operating in BSW
- One BSW Director of Public Health

5.3 Only the above members and regular attendees of the Committee have the right to attend Committee meetings.

5.4 In addition, the Chair on behalf of the Committee may invite ad-hoc and in view of agenda items such individuals to Committee meetings as are considered necessary to enable the Committee's effective conduct of its business. Such additional attendees will only attend as requested and will not become regular attendees. They will not have a right to receive committee papers, and they will not have voting rights or decision-making powers.

5.6 The BSW ICB Chair and the BSW ICB Chief Executive may attend meetings of the Committee. For the avoidance of doubt, they are not members of the Committee and may not vote.

5.7 The Chair may ask any or all of those who normally attend Committee meetings, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.

5.7 In the case of absences:

- a. In the absence of the Chair, the remaining members present determine one of their number as Chair of the meeting.
- b. Where a member or a regular attendee of the Committee is unable to attend a meeting, a suitable alternative may be agreed with the Chair.

## **6. Quorum**

6.1 A quorum shall be four members, including one clinical member and one BSW ICB Non-Executive Director.

- 6.2 Where a Committee member is unable to attend, they should ensure that a named and briefed deputy attends the meeting in their place. Such deputies will count towards the quorum.
- 6.3 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.
- 6.4 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 quorate meeting of the Committee.

## **7. Meeting frequency and conduct**

### **Meeting frequency**

- 7.1 The Committee will meet bi-monthly, and otherwise as required. Additional meetings may be convened on an exceptional basis at the discretion of the Committee Chair. The ICB Board, ICB Chair or ICB Chief Executive may ask the Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.
- 7.2 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.

### **Meeting conduct**

- 7.3 The Committee holds its meetings in private.
- 7.4 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.
- 7.5 Committee members are expected to liaise with their respective organisations' Boards and relevant committees outside of Committee meetings so as to facilitate and support the flow of intelligence and information, the alignment of organisations' and the BSW system's workforce strategies and plans, and joined-up / aligned decision-making across the BSW system.
- 7.6 All members and those in attendance must declare any actual or potential conflicts of interest. This is recorded in the meeting minutes.
- 7.7 The Committee will apply the ICB's Standards of Business Conduct Policy 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.

## **Decision making**

- 7.8 Decisions are normally arrived at by consensus.
- 7.9 Where consensus cannot be reached, the Chair will move to a formal vote. The quoracy rules apply. Only members of the Committee may vote. Each member is allowed one vote, and a simple majority is conclusive on any matter. The Chair may have a casting vote if members are equally divided on an issue.
- 7.10 If a decision is urgent and cannot wait for the next scheduled meeting, and an extraordinary meeting is not appropriate or possible, the Chair may conduct business via email ('out-of-meeting decision'). The Secretariat will undertake the process on behalf of the Chair. Quoracy rules apply. All out-off-meeting decisions will be formally reported to the Committee.

## **8. Secretariat and administration**

- 8.1 The Secretariat for the Committee is provided by the ICB Governance Team. The Secretariat will ensure that:
- a. The Committee's forward plan is maintained and kept current with the Chair and the relevant executive lead.
  - b. Meeting agendas are agreed by the Chair with the support of the relevant executive lead, and meeting papers and materials are prepared and distributed in accordance with the Standing Orders.
  - c. Members' and regular attendees' attendance at meetings is monitored, and the Chair is informed if members do not meet the minimum expectations re attendance.
  - d. Records of members' appointments and renewal dates are up-to-date, and the Chair and the Board are prompted to renew membership and identify new members where necessary.
  - e. Good quality minutes are taken in accordance with the Standing Orders and agreed with the Chair, and a record is kept of matters arising, action points and issues to be carried forward.
  - f. The Chair is supported to prepare and deliver reports to the Board.
  - g. The Committee is updated on pertinent issues/ areas of interest/ policy developments.
  - h. Action points are taken forward between meetings, and progress against those actions is monitored.
  - i. Governance advice is available and easily accessible for Committee members.

## 9. Review

- 9.1 The Committee will regularly review its performance, its membership and these terms of reference, and recommend to the ICB's Board any amendments it considers necessary to ensure it continues to discharge its business effectively

**Effective date:** September 2024 (when Board approved)

**Review date:** March 2026**Contact:** [bswicb.governance@nhs.net](mailto:bswicb.governance@nhs.net)



## Appendix I: Revision History

Version	Date	Approved by	Type of changes
V1.0	1 July 2022	Board of ICB	Establishment of the Committee and creation of ToR
V2.0	1 November 2022	Board of ICB	Review of ToR
V3.0	30 November 2022		Minor amendments to provision 2.5
V4.0	July 2024	Board of ICB	Major review of remit and membership, reissue of the ToR
V5.0	February 2025		Review of membership

### Document control

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