NHS
Cornwall and Isles of Scilly

Service Improvement and Quality Committee (SIQC) Terms of Reference

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In partnership with:

Cornwall and Isles of Scilly Integrated Care Board
Cornwall Partnership NHS Foundation Trust
Royal Cornwall Hospitals NHS Trust

Introduction

The Service Improvement and Quality Committee (SIQC) (the Committee) is established by the Cornwall and Isles of Scilly Integrated Care Board (ICB), Cornwall Partnership NHS Foundation Trust (CFT) Board, and Royal Cornwall Hospitals NHS Trust (RCHT) Board (the Boards) as a joint Committee of all 3 Cornwall and Isles of Scilly NHS bodies.

The Committee is established as a joint committee under Section 65Z6 of the NHS Act 2022 enabling relevant bodies to form joint committees to facilitate the exercise of their functions as per Section 65Z5 of the NHS Act 2022.

In executing its terms of reference, this joint committee enables the ICB to fulfil its 4 fundamental aims as set out below:

- improving population health and healthcare.
- tackling unequal outcomes and access.
- enhancing productivity and value for money,
- helping the NHS to support broader social and economic development

These Terms of Reference, which must be published on the ICB, RCHT and CFT websites, set out the membership, the remit, responsibilities and reporting arrangements of the Committee and may only be changed with the approval of the Boards.

The Committee is a non-executive/other member chaired committee of the ICB, CFT and RCHT Boards, and the scope of authority for members is set out in these terms of reference and where appropriate the Standing Orders, Scheme of Delegation and other policies of their Boards.

Purpose of the Committee

The Service Improvement and Quality Committee has been established to ensure that the Cornwall and Isles of Scilly healthcare system is delivering its functions in a way that secures continuous improvement in the quality of services, against each of the dimensions of quality set out in the Shared Commitment to Quality and enshrined in the NHS Act 2022. This includes reducing inequalities in the quality of care.

In executing its role, the Service Improvement and Quality Committee (SIQC) will oversee the creation and implementation of quality priorities that will be aligned with the financial allocations where appropriate, on an annual basis.

The committee's role will include:

Quality outcomes

- Have a focused list of quality agenda items each time it meets (e.g. mortality, frailty - and including our top priorities in our Joint Forward Plan)
- Oversight of key quality improvement priorities that focus on maximising safety and minimizing harm to patients, to inform financial allocations.

- Focus on the quality aspects of system performance and plans to address core issues commissioned.
- Oversight and assurance of the NHS Cornwall and Isles of Scilly trajectories vs plan, and as agreed in the commissioned delivery budget plans, to ensure they are achieved in a timely manner.
- To ensure one analysis/message and data reporting of the quality of our services is consistently given to CFT, RCHT and ICB's own Quality committees, own Boards and own staff and regulator
- Development and endorsement of 5-year quality improvement plan (i.e. quality equivalent of the MTFP) ahead of ICB Board approval
- Oversight of our system 5-year quality improvement plan (i.e. quality equivalent of the MTFP)
- SOF and SOM oversight
- Population health improvement (NHS elements)

The Committee will assist the scrutiny and the robustness of, and assist gaining and providing assurance to the ICB, that there is an effective system of quality governance and internal control that supports it to effectively deliver its strategic objectives and provide sustainable, high-quality care, through the executive of duties set out in section 10 of this terms of reference.

The Committee will provide regular assurance updates to the Boards in relation to activities and items within its remit.

Delegated Authority

The Service Improvement and Quality Committee is a formal committee of the ICB Board, Royal Cornwall Hospitals NHS Trust and Cornwall Partnership NHS Foundation Trust Boards. The Boards have delegated authority to the Committee as set out in the Boards' Schemes of Reservation and Delegation, Standing Orders and any other governance document required by each Board.

The Service Improvement and Quality Committee is authorised by the Cornwall and Isles of Scilly NHS Integrated Care Board, the Cornwall Partnership NHS Foundation Trust Board, and the Royal Cornwall Hospitals NHS Trust Board to:

- Seek any information it requires within its remit, from any officer of the 3 organisations as agreed by the Chief Executives, as outlined in these terms of reference.
- Commission any reports it deems necessary to help fulfil its obligations.
- Obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary to fulfil its functions. In doing so the Committee must follow any procedures put in place by the Boards for obtaining legal or professional advice.

The Service Improvement and Quality Committee holds only those powers as delegated in these Terms of Reference as determined by the Boards and decisions made within meetings will be collectively binding on all 3 organisations.

Membership

The Committee members shall be appointed by the Boards' in accordance with the membership details noted in section 4. ICB Members of the committee will be appointed in accordance with the ICB Constitution. RCHT and CFT Members of the Committee will be appointed by the Boards of CFT And RCHT as set out in section 4.

The Boards will appoint equitable membership as set out in sections 4.4, 4.5 and 4.6 below.

Members of the Committee will consist of:

Cornwall and Isles of Scilly Integrated Care Board (ICB) membership (voting);

- Non-Executive Member or Other Ordinary Member– Joint SQIC Committee Chair (and ICB Quality Committee Chair or an ICB Quality Committee Member)
- Non-Executive Members (or Other Ordinary Member) x 2
- Cornwall and Isles of Scilly ICB Chief Executive
- Cornwall and Isles of Scilly ICB Chief Nurse
- Cornwall and Isles of Scilly ICB Chief Medical Officer

Royal Cornwall Hospitals NHS Trust Membership (voting)

- RCHT Quality and Governance Committee Non-Executive Chair or alternate Non-Executive Director member
- RCHT Non-executive Directors x2
- RCHT Chief Executive
- RCHT Chief Nurse (shared with CFT)
- RCHT Medical Director

Cornwall Partnership NHS Foundation Trust Membership (voting)

- CFT Quality and Governance Committee Non-Executive Chair or alternate Non-Executive Director member
- Non-executive Director x2
- CFT Chief Executive
- CFT Chief Nurse (shared with RCHT)
- CFT Medical Director

Participants (non-voting) will consist of the following individuals who may attend scheduled meetings:

- RCHT Chair
- CFT Chair
- Cornwall and Isles of Scilly ICB Chair
- ICB Company Secretary
- CFT Company Secretary
- RCHT Company Secretary

Attendees will consist of the following individuals (invited as required):

- One or more Local Authority representatives
- One or more third sector representative
- South Western Ambulance Services Trust representative
- University Hospital of Plymouth representative
- GP collaborative representative (as per the ICB Board)
- NHS Trusts Chief Operating Officers

Where an 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.

Deputies may be nominated to consistently attend committee meetings attendance in place of members with the agreement of the SIQC Chair

Members will possess between them knowledge, skills and experience in clinical quality and governance and technical or specialist issues pertinent to the Committee's business.

When determining the membership of the Committee, active consideration will be made to diversity and equality.

In order to effectively manage conflicts of interests, the Committee 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.

Other individuals may be invited to attend all or part of any meeting as and when appropriate to assist the Committee with discussions on any particular matter deemed pertinent to the scope of the Joint Committee's role.

Chair and vice chair of the Committee

The Chair of the Committee shall be a Non-Executive Member (or Other Ordinary Member) of the ICB and either Chair or Member of the ICB's Quality Committee.

Committee members may appoint a Vice Chair who shall be a Non-Executive Member and Chair of RCHT or CFT Quality Assurance Committees

The Committee Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these terms of reference in consultation with the 3x Chief Executives of ICB, RCHT and CFT and statutory Chief Nursing Officers from the ICB, RCHT and CFT.

Quoracy

The quorum necessary for the transaction of business shall be a total number of 12 Committee members excluding the Chair as follows – equal numbers as a minimum between the ICB and its 2 Providers:

- ICB – 2 NEMs/Other Ordinary Member, 2 Executives (1 to be ICB CEO or delegated substitute acting as CEO)
- CFT – 2 NEDs, 2 Executives (1 to be CFT CEO or delegated substitute acting as CEO)
- RCHT – 2 NEDs, 2 Executives (1 to be RCHT CEO or delegated substitute acting as CEO)

For the purposes of the quorum and avoidance of doubt the CNO dual Executive Director for CFT/RCHT will be counted towards one organisation and as such quorum will need to be considered by the provider organisation prior to each meeting.

The cycle of business for committee meeting will be designed to make optimal use of partner time, meaning that participants and attendees may not be required for all of every meeting. Where this is the case, their absence will not affect the quoracy of the meeting.

If any member of the Committee has been disqualified from participating in an item on the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.

If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.

A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

If the CEO cannot attend from ICB, RCHT or CFT, then their delegate will carry the same delegation decision making powers as their CEO or role they are delegated for.

Notice of Meetings

The ICB Company Secretary shall undertake the role of Secretary for the Committee. Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of any of its members, subject to the SIQC Chair's approval.

The Company Secretary of the CFT or RCHT may undertake the role of Secretary for the Committee if the ICB Company Secretary is not available.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other NEDs, no later than 5 working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

Voting and decision-making

The Committee will ordinarily reach conclusions by consensus. When this is not possible the SIQC Chair may call a vote.

Only Members of the Committee may vote. Each member is allowed one vote, and a majority will be conclusive on any matter. Where there is a split vote, with no clear majority, or where the 3 CEOs – or their deputy - in the meeting do not agree, the decision will revert to the 3 Boards.

In circumstances where a vote and decision are required, the committee will take into consideration:

- The advice of the statutory post office holders relevant to the matter being considered.

- Corporate governance advice from the Company Secretary presiding over the meeting.

- Circumstances where decisions impact on the ability of either CEO of each organisation to effectively discharge their Accountable Officer role. In these circumstances, the Committee will give due consideration to Accountable Officer implications where relevant, and the consequent need for Accountable officer advice as set out in the NHS Accountable Officer memorandum.

- In exceptional circumstances, when a Chief Executive identifies a significant and not sufficiently mitigated risk to the delivery of their organisation's statutory responsibilities associated with the implications of a potential decision, the Chief Executive may request that the decision is referred back to their respective organisation's Board for consideration rather than considered under the remit of the Service Improvement Quality Committee. If such a request is made, the Chief Executive should summarise the nature of the risks to the delivery of the organisation's statutory responsibilities. In these circumstances a vote should not be held, and the matter should be returned to the individual organisations' Boards for urgent consideration.

- It is the expectation that the 3 CEO's of ICB, RCHT and CFT will be in agreement of papers before they are presented to the Committee.

In exceptional instances where a decision cannot be reached by the Committee, the matter will be deferred to the ICB, CFT and RCHT Boards as appropriate.

In the event that an urgent decision is needed which cannot wait for the next scheduled meeting, the SIQC Chair may conduct business on a 'virtual' basis using teams, email or other electronic communication and the decision will be recorded at the next meeting.

Frequency and notice of meetings

The Service Improvement and Quality Committee shall meet at least 6 times a year (every other month). The Chair of the Committee may convene additional meetings as required.

The ICB NEMs/Other Ordinary Member and ICB Execs will re-purpose some of their other work to allow for attendance at these bi-monthly meetings, by standing down every second months ICB Quality Committee (QPOC).

In accordance with the Standing Orders, the Committee may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.

Committee secretariat

The Committee shall be supported with a secretariat function provided by the ICB, CFT, and RCHT corporate governance teams.

The ICB Company Secretary, RCHT and CFT Company Secretary, will work collaboratively to provide system corporate governance advice.

As part of this process, the 3 Company Secretaries will ensure all papers are in line with the agreed committee processes.

The governance teams shall ensure that:

- The agenda and papers are prepared and distributed in accordance with the provisions of the Freedom of information Act Publication Scheme in relation to Boards' Standing Orders at least 5 working days before the meeting, having been agreed by the Chair with the support of the relevant executive leads.
- Attendance by members of the committee is monitored and reported annually as part of each organisations' Annual Governance Statement (contained within Annual Reports).
- Records of members' appointments and renewal dates and the Boards will be prompted to renew membership and identify new members of the respective organisations where necessary.
- The ICB Company Secretary will take the minutes and then agree with the Committee Chair a draft set of minutes, which will be agreed at the subsequent SIQC meeting and shared with the 3 Boards.
- The SIQC Chair is supported to prepare and deliver reports to the ICB, CFT and RCHT Boards.
- The Committee is updated on pertinent issues/ areas of interest/ policy developments.

All members or attendees at the Committee are required to declare any potential or actual conflict of interest before items are discussed.

There will be a standing agenda item at the beginning of each meeting for this purpose.

Even if an interest has been recorded in the register of interests, it must still be declared in meetings where matters relating to that interest are reviewed by the Committee.

Remit and Responsibilities of the committee

The Service Improvement and Quality Committee has been constituted in terms of its scope, responsibilities and membership to facilitate the ICB meeting its 4 fundamental purposes to:

- **improve outcomes** in population health and healthcare;
- **tackle inequalities** in outcomes, experience, and access;
- **enhance productivity** and value for money;
- help the NHS support broader **social and economic development**.

The Committee will have a remit which encompasses 2 primary areas of responsibility. Firstly, the Committee will exercise the delegated authority of the 3 Boards to execute assurance against a sub-set of its statutory duties and functions pertaining to quality. Secondly it will retain oversight of progress against the ICB's strategic quality priorities through the developing partnership and integrated working of its members.

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

The committee will have a strong focus on the partnership agenda and will take into account the work of the System Quality Group.

Quality improvement Oversight

The Committee will be focused on the key quality metrics and outcomes that are patient focused and put safety and avoiding harm at the centre of our focus as an NHS in Cornwall and the Isles of Scilly.

The Committee will aid the Development and endorsement of a 5-year quality improvement plan (i.e., quality equivalent of the MTFP) ahead of **ICB Board approval**.

The Committee will maintain oversight of delivery against the system 5-year quality improvement plan (i.e., quality equivalent of the Medium Term Financial Plan).

Receive assurance that the Cornwall and Isles of Scilly healthcare system proactively puts in place mechanisms to enhance the quality of services delivered through the identification of lessons learnt from all relevant sources, including incidents, never events, complaints, claims and prevention of future deaths.

Performance and Risk Assurance

The Committee will maintain oversight of relevant system level performance metrics, pertaining to quality, including the NHS Oversight Framework and the Integrated Performance report (IPR) that goes to the ICB Board.

The Committee will maintain oversight of risk assurance in relation to:

- Review and monitor those system risks on the System Assurance Framework and System Corporate Risk Register which relate to quality, and high-risk operational risks which could impact on care.
- Advise all 3 Boards of circumstances where risks are outside the tolerance level of the system, as part of the Chair's report, with an outline of implications for the system (or individual Boards as appropriate), as well as recommended mitigations or escalation.
- maintain oversight of the adequacy and effectiveness of the system Risk sharing arrangements, in line with CQC requirements.
- Ensure the ICB, RCHT and CFT Boards are kept informed of significant risks and mitigation plans, in a timely manner.
- Oversight and assurance of the use of staffing resources for the purpose of quality outcomes.

Statutory and regulatory Compliance

The Committee will oversee and scrutinise the Cornwall and Isles of Scilly Healthcare system compliance with all relevant *(as applicable to quality*) Directives, Regulations, national standards, policies, reports, reviews and best practice within the scope of its role. In this context the Committee's oversight will extend to:

- Scrutiny of the robustness of the arrangements for ensuring compliance with Integrated Care Quality System (CQC) requirements, triangulating wherever necessary with aspects of the scope of these terms of reference (such as system risk sharing arrangements).
- Directives and requirements issued by the Department of Health and Social Care (DHSC), NHS England (NHSE) and other regulatory bodies/external agencies (e.g. CQC, National Institute for Health and Care Excellence (NICE)) to gain assurance that they are appropriately reviewed, and actions are being undertaken, embedded and sustained.
- The Committee will receive assurance that the Cornwall and Isles of Scilly Healthcare system has effective and transparent mechanisms in place to monitor mortality and that it learns from death (including coronial inquests and prevention of future deaths reports).
- The Committee will scrutinise the robustness of the arrangements for and assure compliance with statutory responsibilities for safeguarding adults and children, whilst overseeing system-wide initiatives for continuous improvement.
- The Committee will scrutinise the robustness of the arrangements for and assure compliance with the statutory responsibilities for infection prevention and control.

- The Committee will scrutinise the robustness of the arrangements for and assure compliance with statutory responsibilities for equality and diversity as it applies to people drawing on services.

Relationship with the ICB, CFT, RCHT and other groups/ committees/boards

The Service Improvement and Quality Committee is directly accountable to the ICB, CFT and RCHT Boards, and a written Chair assurance report will be submitted to the RCHT, CFT and ICB Board meetings.

The minutes of meetings shall be formally recorded and shared with each Board.

The Committee will advise the Boards' Audit Committees on the adequacy of assurances available and contribute to the 3 organisations' Annual Governance Statements.

The Joint Committee has responsibility for assuring the 3 Boards of the quality of services across health and care excluding primary care. The Primary Care Committee shall receive reports on the quality of primary care services at its meetings, feeding into the Service Improvement and Quality Committee as appropriate.

The Committee will have oversight of and approve the Terms of Reference and work programmes for the system level groups reporting into it (e.g. CPAG, System Quality Group) or other groups as agreed by the SIQC Committee Members

In order to effectively discharge its duty of scrutinising the effectiveness of quality, the Committee may receive updates from the Primary Care Committee regarding the quality and safety of primary care services commissioned by the ICB, as well as sharing with the committee innovations in practice. This is to enable the Committee to discharge its duty to scrutinise the robustness of, and gain assurance regarding systems for monitoring the quality of these services.

The Committee will receive scheduled assurance report from its delegated groups. Any delegated groups would need to be agreed by the ICB Board.

Policy and best practice

The Committee shall have regard to current good practice, policies and guidance issued by the NHS England, NICE, Royal Colleges and other relevant bodies.

As part of its remit, the Committee may occasionally endorse or approve strategies (as appropriated) approve system level policies, or standard operating procedures (SOPs) as relevant to the committee's business.

Monitoring and Reporting

The SIQC Chair of the Committee shall report the outcome and any decisions and/or recommendations of the committee to the Boards, and provide a report on assurances received, escalating any concerns where necessary.

The minutes of each meeting of the Committee shall be formally recorded and retained by the ICB. The minutes shall be submitted to the Boards.

The Committee shall submit to the Boards an annual report of its work.

The Committee shall agree an annual schedule of reports and their frequency for committee meetings.

Conflict of interests

In discharging duties transparently, conflicts of interest must be considered, recorded and managed. Members should have regard to both the ICB's policies and national guidance on managing conflicts of interest.

All potential conflicts of interest must be declared and recorded at the start of each meeting.

A register of interests must be maintained by the Governance Team, and the company secretary presiding over the meeting will advise the Chair, where required on the management of conflict of interest as appropriate.

If the SIQC Chair considers a conflict of interest exists then the relevant person must not take part in that item, and the Chair may require the affected member to withdraw at the relevant point.

Monitoring effectiveness

After the first 3 SIQC meetings, a review will be undertaken of their impact and that review will advise the next phase of development of the Committee.

The Committee will review its Terms of Reference on a bi-annual basis to ensure it is operating effectively and will recommend any changes it considers necessary to the Boards for approval.

The Committee will establish an annual work programme (and rolling forward plan of 6 months agendas) which will be submitted to the Boards for approval as part of the assurance arrangements. In particular, the annual programme will incorporate all key areas in these Terms of Reference.

The Committee will receive the annual workplans, and quarterly progress updates, of its groups.

The Committee will utilise a continuous improvement approach in its delegation and all members will be encouraged to review the effectiveness of the meeting at each sitting.