



Report Cover Sheet

Report to:	Trust Board	
Date of the Meeting:	26 June 2019	
Agenda Item:	P1/0132/19	
Title:	Board Committee Terms of Reference: <ul style="list-style-type: none"> • Quality Committee • Performance Committee 	
Report prepared by:	Angela Wendzicha, Associate Director of Corporate Governance	
Executive Lead:	Liz Bishop, Chief Executive	
Status of the Report:	Public	

Paper previously considered by:	Quality Committee / Performance Committee	
Date & Decision:	15 April 2019 / 17 June 2019 – Approved	

Purpose of the Paper/Key Points for Discussion:	<p>Terms of Reference aligned to the purpose, authority and structure of that particular Committee.</p> <p>As part of the Governance review, the Terms of Reference (ToRs) for all Board Committee and Sub-Committee meetings have been, or are in process of, being reviewed and amended.</p> <p>The ToRs for the Quality Committee and Performance Committee have both been subject to a full review and strengthened, particularly in the areas around membership, roles and responsibilities and reporting arrangements.</p> <p>Final versions of both ToR have been approved by their respective Committees.</p> <p>The changes made will enable the Committees to have clarity on their key roles and responsibilities, avoiding any duplication and delivering the required assurance to Board.</p> <p>In particular, significant changes have been made to the Performance Committee ToRs. Changes include clarity of purpose around the assurance of the development and delivery of the Corporate Strategy, to oversee Trust financial performance and the performance of Trust subsidiary companies and joint ventures.</p>	
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Action Required:	Discuss	
	Approve	X
	For Information/Noting	

Next steps required	<p>Following approval, the ToRs will be implemented with immediate effect and embedded within the Trust.</p> <p>The ToRs for Audit Committee will be presented to their next meeting on 17 July 2019 and submitted to Board on 24 July 2019 for approval.</p> <p>The ToRs for Charitable Funds Committee will be presented to their next meeting on 11 September 2019 and submitted to Board on 25 September 2019 for approval.</p> <p>Board ToRs will be presented to Trust Board on 24 July 2019.</p>
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The paper links to the following strategic priorities (please tick)

Deliver outstanding care locally		Collaborative system leadership to deliver better patient care	
Retain and develop outstanding staff		Be enterprising	
Invest in research & innovation to deliver excellent patient care in the future		Maintain excellent quality, operational and financial performance	x

The paper relates to the following Board Assurance Framework (BAF) Risks

BAF Risk	Please Tick
1. If we do not optimise quality outcomes we will not be able to provide outstanding care	
2. If we do not prioritise the costs of the delivering the Transforming Cancer Care Programme we will not be able to maintain our long-term financial strength and make appropriate strategic investments.	
3. If we do not have the right infrastructure (estate, communication & engagement, information and technology) we will be unable to deliver care close to home.	
4. If we do not have the right innovative workforce solutions including education and development, we will not have the right skills, in the right place, at the right time to deliver the outstanding care.	
5. If we do not have an organisational culture that promotes positive staff engagement and excellent health and well-being we will not be able to retain and attract the right workforce.	
6. If we fail to implement and optimise digital technology we will not deliver optimal patient outcomes and operational effectiveness.	
7. If we fail to position the organisation as a credible research partner we will limit patient access to clinical trials and affect our reputation as a specialist centre delivering excellent patient care in the future.	
8. If we do not retain system-side leadership, for example, SRO for Cancer Alliance and influence the National Cancer Policy, we will not have the right influence on the strategic direction to deliver outstanding cancer services for the population of Cheshire & Merseyside.	
9. If we do not support and invest in entrepreneurial ideas and adapt to changes in national priorities and market conditions we will stifle innovative cancer services for the future.	
10. If we do not continually support, lead and prioritise improved quality, operational and financial performance, we will not provide safe, efficient and effective cancer services.	X

Equality & Diversity Impact Assessment

Are there concerns that the policy/service could have an adverse impact on:	YES	NO
Age		X
Disability		X
Gender		X
Race		X
Sexual Orientation		X
Gender Reassignment		X
Religion/Belief		X
Pregnancy and Maternity		X

If YES to one or more of the above please add further detail and identify if a full impact assessment is required.

Quality Committee Terms of Reference

Name and designation of policy author(s)	<i>Angela Wendzicha Associate Director of Corporate Governance</i>
Approved by (committee, group, manager)	<i>Trust Board</i>
Approving signature	Completed by DCM
Date approved	
Review date	<i>January 2020</i>
Review type (annual, three yearly)	<i>Annual</i>
Target audience	All members and attendees of the Committee
Links to other strategies, policies, procedures	
Protective Marking Classification	
This document replaces	Version 1

Circulation/Dissemination:

Date added into Q-Pulse	<i>For completion by DCM</i>
Date notice posted in the Team Brief	<i>For completion by DCM</i>
Date document posted on the intranet	<i>For completion by DCM</i>

Date	Version	Author name and designation	Summary of main changes
February 2019	V.2	Angela Wendzicha, Associate Director of Corporate Governance	Full review of current Terms of Reference with additional strengthening of: <ul style="list-style-type: none"> • Membership • Roles and responsibilities • Reporting arrangements

Title:

Terms of Reference – Quality Committee

Authority:

- 1.1 The Quality Committee (“the Committee”) is constituted as a standing committee of the Clatterbridge Cancer Centre Trust’s Board of Directors (“the Board”). Its constitution and terms of reference shall be as set out below, subject to amendment at future Board of Directors meetings.
- 1.2 The Committee is authorized by the Board to act and investigate any activity within its Terms of Reference. It is authorized 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 authorized to obtain such internal information as is necessary and expedient to the fulfillment of its functions.
- 1.4 The Committee is authorized to instruct professional advisors and request the attendance of individuals and authorities from outside the Trust with relevant experience and expertise if it considers this necessary or expedient to exercise its functions.
- 1.5 The Committee is authorized to establish time limited working groups from time to time on specific subjects requiring detailed review.

Role & Duties:

- Role
- 2.1 On behalf of the Board obtain assurance that high standards of care and governance are provided by the Trust and, in particular, that adequate and appropriate controls are in place throughout the Trust to:**
- 2.1.1 Promote continuous improvement in patient safety, effectiveness and excellence in patient care;
 - 2.1.2 Ensure the effective and efficient use of resources through evidence-based clinical practice; and
 - 2.1.3 Ensure compliance with legal, regulatory and other obligations, including national quality standards, National Institute for Clinical Excellence and National Service Frameworks.

2.1.4 Promote visible leadership with regard to quality and risk management

2.1.5 Ensure that appropriate arrangements and responsibilities are in place from 'Board to Ward'.

Duties

The Committee will ensure that the Board is assured in relation to quality (patient experience, safety and outcomes) and workforce which will include but not limited to:

3.1 In respect of general governance arrangements:

3.1.1 To ensure that all statutory elements of governance are adhered to within the Trust;

3.1.2 Develop and recommend for approval by the Board, Trust-wide quality priorities to form the basis of the Trust Quality Strategy and provide direction to the clinical governance activities of the Trust's services and Directorates through routine consideration of the Trust's Annual Integrated Governance Report;

3.1.3 To approve the Annual Integrated Governance Report on behalf of the Board;

3.1.4 To consider matters referred to the Committee by the Board or other Committees of the Board thereof, the performance review process or Directorate concerns that require urgent attention;

3.1.5 To consider matters escalated to the Committee by its own sub-committees;

3.1.6 To approve the annual Clinical Audit Programme on behalf of the Board, ensuring it is consistent with the audit requirements of the Trust;

3.1.7 To make recommendations to the Audit Committee concerning the annual programme of internal audit work, to the extent that it applies to matters within these terms of reference.

3.1.8 To ensure the Trust complies with any NHS Resolution requirements;

3.1.9 To ensure the registration criteria of the Care Quality Commission continue to be met;

3.1.10 To review the Trust against the national standards of

quality and safety of the Care Quality Commission and Foundation Trust Licence conditions that are relevant to the Committee's area of responsibility; subsequently receive advice regarding remedial action being taken as necessary by the Executive Team and provide assurance to the Board.

3.1.11 To receive and review the Trust's Annual Quality Report and make recommendations as appropriate for Board approval.

4.1 In respect of safety and excellence in patient care:

4.1.1 To commission the setting of quality standards and ensure that a mechanism exists for these standards to be monitored;

4.1.2 To oversee the system within the Trust for obtaining and maintaining licences or accreditation relevant to clinical activity in the Trust, receiving such reports as the Committee considers necessary;

4.1.3 To seek assurance through review of the Legal Report that the Trust incorporates any recommendations from external bodies, eg National Confidential Enquiry into Patient Outcomes and Death or Care Quality Commission;

4.1.4 To ensure that robust arrangements are in place for the review of patient safety incidents (including near misses) complaints, claims and reports from HM Coroner from within the Trust and the wider NHS to identify similarities or trends and areas for focused or organization-wide learning;

4.1.5 To identify areas for improvement in respect of complaints/PALS/Friends and Family Test and ensure appropriate action is taken;

4.1.6 To support the Board in promoting within the Trust a culture of open and honest reporting of any situation that may threaten the quality of patient care in accordance with the Trust Freedom to Speak Up Policy in addition to the monitoring of that policy;

4.1.7 To ensure the Trust has a robust system in place for the management of national patient safety alerts and ensure that appropriate action is taken in respect of these;

4.1.8 To escalate to the Audit Committee any identified unresolved risks arising within the scope of these terms of

reference that require Executive action or that pose a significant threat to the operation, resources or reputation of the Trust, and

4.1.9 Ensure that any areas of concern identified from the Committee's review of clinical quality are entered onto the Trust risk register, as appropriate and any identified gaps in controls in relation to delivery of relevant Trust strategic objectives are reflected and escalated to the Board Assurance Framework.

4.1.10 To ensure that robust processes are in place for the review of any proposals for cost improvement programmes and other significant service changes and the effect of those on the Trust's quality of care (ensuring there is a clear process for staff to raise any concern and for these to be escalated to the Committee) and report any concern relating to an adverse impact on quality to the Board;

4.1.11 To ensure that care is based on evidence of best practice/national guidance;

4.1.12 To assure the implementation of all new procedures and technologies according to Trust policies;

4.1.13 Through the Trust's Annual Quality Report, monitor the development of quality indicators, particularly CQINS and advise the Board on appropriate quality and safety indicators and benchmarks, keeping these under regular review;

4.1.14 Ensure robust arrangements are in place in relation to Emergency Planning and Business Continuity

4.1.15 Ensure robust arrangements are in place for safeguarding adults and children within the Trust;

4.1.16 Ensure robust arrangements are in place for review of Workforce related indicators;

4.1.14 To ensure that where practice is of high quality, that practice is recognized and propagated across the Trust; and

4.1.5 To ensure the Trust is outward-looking and incorporates the recommendations from external bodies into practice with mechanisms to monitor their delivery.

5.1 In respect of Workforce and Organizational Development

5.1.1 To receive assurance that the Trust has in place

**Reporting
Arrangements:**

<p>structures, systems and processes for effective delivery of the Organizational Development Strategy.</p> <p>5.1.2 To receive assurance that the Trust's people policies and procedures are in accordance with legislation, NHS Guidelines and requirements and are operating within the Trust's overall assurance framework.</p> <p>5.1.3 To receive and consider any National Staff Survey results and Staff Friends and Family survey results for the Trust and oversee the implementation and effectiveness of improvement plans on staff experience and engagement.</p> <p>5.1.4 Receive assurance that Trust's has adequate staff with the necessary skills and competencies to meet the future needs of patients and service users.</p> <p>5.1.5 Receive assurances that processes are in place to understand and improve staff health and wellbeing.</p>	<p>6.1 The minutes of all meetings of the Quality Committee shall be formally recorded by a member of the Corporate Governance Office or their nominee;</p> <p>6.2 The Committee will report to the Trust Board following each meeting and the Chair of the Committee will bring to the attention of the Board any items that the Committee feels that the Board should be aware of in addition to any issues that require disclosure to any regulatory authority;</p> <p>6.3 The Committee will provide an annual report to the Audit Committee on the effectiveness of its work and its findings. This will assist the Audit Committee in discharging its responsibility for providing assurance to the Board in relation to all aspects of governance, risk management and internal control.</p> <p>6.4 The Quality Committee will report to the Council of Governors generally and on any matters which it considers that action or improvement is required and making recommendations as to the steps to be taken.</p> <p>6.5 The following sub-committees shall provide assurance and performance management reports which have been agreed with, and are required by, the Committee; and any report or briefing requested by the Committee:</p>
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- Integrated Governance Committee
- Drugs and Therapeutics Committee
- Digital Programme Board
- Workforce, Education & Organisational Development Committee
- Risk Management Committee

Membership:

7.1 The Committee will be appointed by the Board and will consist of:

- Four Non-Executive Directors
- Director of Nursing and Quality
- Medical Director
- Director of Workforce and OD
- Director of Operations

7.2 A Non-Executive Director shall be appointed Chair of the Committee with a second Non-Executive appointed as Deputy Chair

7.3 The following will be in attendance:

- Associate Director of Corporate Governance
- Associate Director of Quality
- Associate Director of Operations
- Head of Planning and Performance
- Risk Manager
- Associate Director of Research
- Chief Information Officer
- Deputy Director of Nursing

7.4 Members are required to attend at least 75% of the meetings in any one financial year.

7.5 The Committee may invite other persons to attend the meeting from time to time so as to assist in discussions and the Chair will be notified in advance of attendees.

7.6 Membership of the Committee will include at least one common Non-Executive member of the Audit Committee.

This member will act as a conduit of information and assurance across the two Committees in support of the Trust's Integrated Governance approach.

Quorate:

The Committee will be deemed quorate to the extent that the following members are present:

- At least two Non-Executive Directors, one of whom shall Chair the Committee
- The Medical Director or the Director of Nursing and Quality

Notice of Meetings:

An agenda of items to be discussed and supporting papers will be forwarded to each member of the Committee and any other attendees no later than 5 working days before the date of the meeting

Standard Items

Standard Agenda items will fall under the following headings:

1. Performance and Risk
2. Reports and Presentations
3. Annual Reports
4. Delegations from the Trust Board
5. Approvals
6. Committee Report to the Board
7. Any other business

Frequency:

The Committee will meet monthly.

Performance Committee Terms of Reference

Name and designation of policy author(s)	<i>Angela Wendzicha Associate Director of Corporate Governance</i>
Approved by (committee, group, manager)	<i>Trust Board</i>
Approving signature	<i>To be completed by DCM</i>
Date approved	<i>To be completed by DCM</i>
Review date	
Review type (annual, three yearly)	<i>Annual</i>
Target audience	Performance Committee Members and Attendees
Links to other strategies, policies, procedures	<i>To be completed by author</i>
Protective Marking Classification	<i>To be completed by author</i>
This document replaces	Version 1

Circulation/Dissemination:

Date added into Q-Pulse	<i>For completion by DCM</i>
Date notice posted in the Team Brief	<i>For completion by DCM</i>
Date document posted on the intranet	<i>For completion by DCM</i>

Date	Version	Author name and designation	Summary of main changes
March 2019	V.2	Angela Wendzicha, Associate Director Corporate Governance	Full review and redraft into the current Trust template

Title:

Terms of Reference – Performance Committee

Authority:

1.1 The Performance Committee is constituted as a standing committee of the Clatterbridge Cancer Centre NHS Foundation Trust Board of Directors (“the Board”). The constitution and terms of reference shall be as set out below, subject to amendment at future Board of meetings.

1.2 The Performance Committee is authorised by the Board to act and 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 Performance Committee.

1.3 The Performance Committee is authorised by the Board to instruct professional advisors and request the attendance of individuals and authorities from outside the Trust with relevant experience and expertise if it considers this necessary or expedient to exercise its functions.

1.4 The Performance Committee is authorised to obtain such internal information as is necessary and expedient to the fulfilment of its functions. This may include establishing task and finish groups as required to assist in discharging its responsibilities.

Specific Work Areas:

2. Purpose of the Performance Committee

2.1 The purpose of the Performance Committee is to provide the Board with in-year assurance concerning the development and delivery of the Trust’s Strategic Plan.

2.2 Ensure that capital investments made by the Trust are in line with the Trust’s approved Investment Policy and that where authority to act as the investment decision maker is devolved, that those groups or committees are exercising their responsibilities in respect of the investment decisions

effectively.

2.3 Oversee the overall financial performance and financial sustainability of the Trust.

2.4 Undertake a high-level, exception based monitoring of the delivery of the operational and financial performance to ensure that the Trust is operating in line with its annual business plan objectives, and where not, satisfy itself that appropriate action is being taken by Executive Directors.

2.5 Oversee the performance (Key Performance Indicators) of any subsidiary Companies and Joint Ventures established by the Trust.

2.6 For the areas it is accountable for, the Performance Committee will seek to mitigate risks and address any gaps in controls identified in the Board Assurance Framework and the risk register.

3. In respect of business plan delivery and future development

3.1 The Performance Committee will oversee the Trusts' business planning process and agree principles and approach for internal budget setting and the development of the Directorate business plans linked to the Trust's Corporate Objectives.

3.2 Review the Annual Business Plan, including medium and long term plans required by NHS Improvement, to confirm that the financial plan supports the Trusts' wider clinical services strategy; to scrutinise assumptions underpinning the financial modelling and advise the Board accordingly.

3.3 Take an overview of the Trust performance against financial and performance objectives (including delivery of recovery and transformation plans/Cost Improvement Plans) ensuring that resources are being appropriately managed to deliver effective services, receiving advice regarding

remedial action being taken as necessary by the Executive Team.

3.4 Monitor Trust Reference Costs and report any significant implications from variances against national averages to the Board.

3.5 Oversee the development of the Trust marketing strategy and routinely consider market share analysis reports and business development opportunities and assess any identified business risks.

3.6 Confirm the Trust manages its' asset base effectively and efficiently and confirm capital projects of significant value, whether related to property or other assets, are properly identified, managed and controlled. This relates to both the acquisition of assets and to their disposal.

3.7 Oversee the development and financial management of the Transforming Cancer Care Programme.

3.8 Oversee the development and execution of the Estates strategy, its' links to service and financial strategies and compliance with all legislative duties and national targets and ensure that the Trusts' capital assets are properly and effectively utilised.

3.9 Seek assurance that the Estates strategy is linked to the delivery of the Trusts' clinical service and financial objectives; that there is an up to date asset register linked to service provision, there is effective space utilisation and a robust disposal policy for redundant estate.

3.10 Seek assurance that the Trust has appropriate strategies relating to environment and sustainability and policies are effectively implemented and monitored.

4. In respect of Investment

4.1 Scrutinize business cases for all major capital

investments (all material and significant investments) to provide assurance to the Board that in reaching its decision on the business case it has complied with the independent regulators requirements and that it has considered any other factors which the Performance Committee feels is relevant to the decision.

4.2 Approve the progression of Invitation to Tender (ITT) stage for strategically significant tenders or tenders requiring the commitment of resources above the limit set in the Trust Scheme of Delegation.

4.3 Recommend to the Board, and, on approval, oversee and regularly review all Trust policies and procedures with respect to investment strategy in line with current NHS guidance and relevant accounting standards to ensure delivery of agreed financial objectives.

4.4 Agree principles and approach for material contracts and be the point of referral in negotiations if required.

5. In respect of cash management

5.1 Have oversight of the Trust cash position to ensure the Trust discharges its responsibilities in respect of payroll and non-pay costs.

5.2 Review the management of the Trust cash position in respect of payments, receipts, loan arrangements and treasury management.

6. In respect of performance management

6.1 Oversee and seek assurance that the Trust is delivering against the key performance indicators as set out in the performance report.

6.2 Oversee and seek assurance that Clatterbridge Pharmacy Limited (CPL) is delivering against the key performance indicators as set out in the agreed service

specification.

6.3 Oversee and seek assurance that PropCare is delivering against the key performance indicators as set out in the agreed Strategic Partnering Agreement.

7. Other duties

7.1 Refer to the Audit Committee and/or the Trust Executive Group any identified unresolved risks arising within the scope of these terms of reference that pose significant threats to the operation, resources or reputation of the Trust and require Executive Director action.

7.2 Oversee the Trust's insurance arrangements.

7.3 The Performance Committee may be required to take on additional duties as directed by the Board.

Reporting Arrangements:

8.1 The minutes of the Performance Committee shall be formally recorded by a member of the Corporate Governance Office or their nominee.

8.2 The Performance Committee will report to the Board following each meeting and the Chair of the Performance Committee will bring to the attention of the Board any items that the Performance Committee considers the Board should be aware of in addition to any issues that require disclosure to any regulatory body.

8.3 The Performance Committee will provide an annual report to the Audit Committee on the effectiveness of its work and its findings. This will assist the Audit Committee in discharging its' responsibility for providing assurance to the Board in relation to all aspects of internal control.

8.4 The Performance Committee will report the Council of Governors generally on any matters which it considers that action or improvement is required and making

recommendations as to the steps to be taken.

8.5 The following sub-committees will provide assurance and performance management reports which have been agreed with, and any other report or briefing required by the Performance Committee:

- Finance Committee
- Performance Review Group

8.6 The Finance Committee and Performance Review Group will submit their Terms of Reference for formal approval and review to the Performance Committee.

8.7 The Performance Committee will consider matters referred to it for action by the Audit Committee and report back in writing.

8.8 The Performance Committee, will, on an exception basis, report into the Audit Committee any identified unresolved risks arising within these terms of reference.

Membership:

9.1 The Performance Committee will be appointed by the Board and membership will comprise:

- Three Non-Executive Directors (one of whom must have relevant and current financial experience)
- Executive Directors
 - Chief Executive
 - Director of Operations
 - Director of Finance
 - Director of Nursing
 - Medical Director
 - Director of Workforce and OD
 - The Executive Directors may be represented by a Deputy in exceptional circumstances

9.2 A Non-Executive Director will be appointed Chair of the Performance Committee.

9.3 The following may be in attendance at the Performance Committee:

- Deputy Director of Finance
- Associate Director of Strategy
- Associate Director of Operations
- Associate Director of Corporate Governance
- Corporate Governance secretariat
- Chief Information Officer
- Any other person who has been invited to attend by the Performance Committee so as to assist in deliberations.

9.4 The Trust Chair may attend any or all meetings but is not designated as a member of the Performance Committee.

9.5 Members are required to attend at least 75% of the meetings in one financial year.

9.6 Membership of the Performance Committee will include at least one common Non-Executive member of the Audit Committee. This member will act as a conduit of information and assurance across the two Committees in support of the Trusts' Integrated Governance approach.

Quorate:

The Performance Committee will be quorate to the extent that the following members are present:

- Two Non-Executive Directors
- Two Executive Directors
- Representation from Finance and Operations

Notice of Meetings:

An agenda of items to be discussed and supporting papers will be forwarded to each member of the Committee and any other attendees no later than 5 working days before the date of the meeting.

Standard Items

Standard Agenda items will fall under the following headings:

1. Transforming Cancer Care

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| <ol style="list-style-type: none">2. Approvals3. Performance and Risk4. Internal/External Reports5. Delegations from the Board6. Review and Governance |
| |

Frequency:

The Performance Committee will meet monthly.
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