

### CONTROLLED DOCUMENT

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## TERMS OF REFERENCE OF THE PERFORMANCE, QUALITY AND EXPERIENCE COMMITTEE

<b>CATEGORY:</b>	Terms of Reference
<b>CLASSIFICATION:</b>	Governance
<b>PURPOSE:</b>	To set out purpose, delegated responsibilities and authority of the Performance, Quality and Experience Committee
<b>CONTROLLED DOCUMENT NUMBER:</b>	BC/CG/010
<b>VERSION NUMBER:</b>	004
<b>CONTROLLED DOCUMENT SENIOR LEADERSHIP TEAM LEAD:</b>	Head of Corporate Governance and Company Secretary
<b>CONTROLLED DOCUMENT AUTHOR:</b>	Head of Corporate Governance and Company Secretary
<b>APPROVED BY:</b>	Board
<b>APPROVED ON:</b>	28 March 2023
<b>IMPLEMENTED ON:</b>	28 March 2023
<b>REVIEW PERIOD:</b>	<b>Annually</b>
<b>REVIEW DATE:</b>	March 2024
<b>ASSOCIATED DOCUMENTS:</b>	BC/CG/002 Standing Orders BC/CG/003 Scheme of Reservation and Delegation of Powers
<b>Essential Reading for:</b>	All members of the Board, the Senior Leadership Team, Senior Managers and Service Leads.
<b>Information for:</b>	All Staff

### Document Consultation and Review Process:

<b>Groups/Individuals who have overseen the development of this Policy:</b>	<b>Performance, Quality and Safety Committee</b>
<b>Groups/Individuals Consulted:</b>	<b>Senior Leadership Team</b>

### Document version control:

<b>Date</b>	<b>Version</b>	<b>Amendments made</b>	<b>Amendments Approved by</b>
<b>13 January 2021</b>	<b>002</b>	Controlled document front sheet added.	
<b>13 January 2021</b>	<b>002</b>	Paragraph 1.1 and 1.2: updated to reference the revised Articles of Association.	
<b>7 March 2022</b>	<b>003</b>	<p>Addition of;</p> <p>3.1.6 the consideration of findings from internal audits, external audits and other assurance processes as relevant to the Committee's audit.</p> <p>3.2.5 [To help the Committee to fulfil its responsibilities in relation to staff health, safety and wellbeing it will receive regular exception reports from the Health, Safety and Wellbeing Committee. In addition with an annual report covering all health, safety and wellbeing matters will be submitted to the Committee within six weeks of the end of the financial year]</p> <p>3.10.2 Work with other committees to contribute to, and assist in the development of, an annual programme of internal audits across the Charity.</p>	Board - 22 March 2022
<b>28 March 2023</b>	<b>004</b>	Annual Review - no changes recommended by the Committee.	Board - 28 March 2023

## 1. INTRODUCTION

1.1 Article 26 (1) of Brunelcare's Articles of Association states that:

*'The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be set out in terms of reference approved by the Board and included as a schedule to Standing Orders.'*

1.2 In accordance with Article 26 (1) the Board of Directors has established a committee to be known as the *Performance, Quality and Experience Committee* (referred to throughout this document as 'the Committee'). The Terms of Reference and operating arrangements set by the Board in respect of this committee are provided below.

## 2. PURPOSE

2.1 The purpose of the Committee is to provide advice and assurance to the Board on the effectiveness of arrangements in place for securing the achievement of the Board's aims and objectives, in accordance with the standards of good governance determined for a charitable company limited by guarantee, and a provider of social care and social housing services.

2.2 The scope of the Committee extends to the full range of Brunelcare's responsibilities. This encompasses all areas of performance, quality and experience relating to tenants, clients, service users, volunteers and employees. In fulfilling its remit the Committee will embrace the standards set by the Care Quality Commission (CQC) and the Regulator for Social Housing (RSH).

### 2.3 Advice

The Committee will provide accurate, evidence based (where possible) and timely advice to the Board and its committees in respect of the development of the following matters consistent with the Board's overall strategic direction:

- 2.3.1 the ongoing development of an improving performance culture which continuously strives for excellence and focuses on improvement in all aspects of the Charity's business, in line with the Board's Framework for Improving Performance; and
- 2.3.2 an operating model which aligns resources effectively to support the achievement of the Board's strategic aims, objectives and priorities.

## 2.4 Assurance

In respect of the achievement of the Boards' strategic aims, objectives and priorities, the Committee will seek assurances:

- 2.4.1 on performance against quality and safety measures set by regulators and the Board together with compliance with legislative requirements ensuring services (care, housing and corporate) are safe, personal, effective and continuously improving;
- 2.4.2 that services are improving efficiency and productivity and service level financial plans are being delivered;
- 2.4.3 that the experience of tenants, clients and staff is good and improving, ensuring compliance with the Consumer standards set by the Regulator for Social Housing (RSH), Care Quality Commission (CQC) standards and continuous learning;
- 2.4.4 that the health and well-being of tenants, clients, service users and staff is being improved;
- 2.4.5 that high quality, safe and effective services are being delivered across all parts of the Charity;
- 2.4.6 that the Charity is complying with Health and Safety Regulations and Standards;
- 2.4.7 that the Charity is compliant with relevant safeguarding, Deprivation of Liberty Safeguards and mental health legislation
- 2.4.8 on the effectiveness of arrangements in place to support Improvement and Innovation;
- 2.4.9 on the effectiveness of processes and systems to safeguard information and associated governance arrangements;
- 2.4.10 that risks are suitably identified, mitigated and residual risks controlled and corrective actions are taken as required to sustain or improve performance;
- 2.4.11 that, working with the other committees of the Board, governance and risk management arrangements are adequate and part of an embedded Board Assurance Framework that is 'fit for purpose'.
- 2.4.12 the Committee will perform certain, specific functions as delegated by the Board and listed in section 3 of these Terms of Reference.

***Note:** Financial performance against the annual budget and long terms financial plan will be monitored by the Audit, Risk and Finance*

### **3. DELEGATED RESPONSIBILITIES AND AUTHORITY**

#### **3.1 *Performance Management***

The Committee will seek assurance that arrangements for the performance management and accountability of services are sufficient, effective and robust, including:

- 3.1.1 the ongoing implementation of the Board's Framework for Improving Performance, enabling appropriate action to be taken when performance against set targets deteriorates, and support and promote continuous improvement in service delivery;
- 3.1.2 the monitoring of performance information against the Board's Strategic Objectives and associated outcomes;
- 3.1.3 the monitoring of performance against requirements and measures set by relevant regulators; including the Care Quality Commission, Regulator for Social Housing and the Health and Safety Executive;
- 3.1.4 the monitoring, investigation and learning from complaints, concerns and compliments;
- 3.1.5 the monitoring of poor performance through effective and comprehensive exception reporting, including trajectories for improved performance; and the review of performance through comparison to best practice and peers and identifying areas for improvement;
- 3.1.6 the consideration of findings from internal audits, external audits and other assurance processes as relevant to the Committee's audit.

#### **3.2 *Statutory and Legislative Compliance***

The Committee will seek assurance that arrangements for the management of compliance with statutory and legislative requirements are sufficient, effective and robust, including;

- 3.2.1 regulatory standards set by the Care Quality Commission and Regulator for Social Housing;
- 3.2.2 the findings and recommendations arising from the work of national bodies, such as the National Institute for Health and Care Excellence, and national inquiries such as the Grenfell Tower Inquiry;
- 3.2.3 the Equality Act 2010;
- 3.2.4 relevant mental health legislation; and
- 3.2.5 Health and Safety Regulations and Standards including the operating practices in respect of: staff health and safety; stress at work; client/resident health and safety, i.e., patient falls, patient manual handling; violence and aggression; fire safety; risk assessment processes; safe handling of loads; and hazardous

substances. *[To help the Committee to fulfil its responsibilities in relation to staff health, safety and wellbeing it will receive regular exception reports from the Health, Safety and Wellbeing Committee. In addition with an annual report covering all health, safety and wellbeing matters will be submitted to the Committee within six weeks of the end of the financial year]*

### **3.3 Experience of Tenants, Clients and Service Users**

The Committee will seek assurance that arrangements for capturing the experience of tenants, clients, service users are sufficient, effective and robust.

### **3.4 Quality**

The Committee will seek assurance that arrangements for the provision of high quality, safe and effective housing and care are sufficient, effective and robust, including:

- 3.4.1 the systems and processes in place to ensure efficient, effective, timely, dignified and safe delivery of social care and housing services;
- 3.4.2 the arrangements in place to undertake, review and act on clinical/non-clinical audit activity which responds to regulatory standards and local priorities;
- 3.4.3 the recommendations made by internal and external review bodies, ensuring where appropriate, that action is taken in response;
- 3.4.4 the arrangements in place to ensure that there are robust infection, prevention and control measures in place in all settings; and
- 3.4.5 performance against key quality focussed performance indicators and metrics.

### **3.5 Workforce related matters**

The Committee will seek assurance that arrangements for the performance management and accountability of workforce related matters are sufficient, effective and robust, including:

- 3.5.1 the monitoring of workforce related objectives and priorities as set out in the Board's Strategy and Annual Plan;
- 3.5.2 the monitoring of the implementation and application of workforce related legislation, policies, standards and contractual arrangements, including staffing levels, professional standards, codes of conduct and revalidation;
- 3.5.3 the monitoring of key workforce metrics, including training, appraisals, absence data, turnover and vacancies; bank/agency usage and staff satisfaction.

### **3.6 Information Management**

The Committee will seek assurance that arrangements for information management are sufficient, effective and robust, including:

- 3.6.1 the monitoring of information related objectives and priorities as set out in the Board's Strategy and Annual Plan;
- 3.6.2 the monitoring of the implementation and application of information related legislation, policies and standards, including GDPR and Freedom of Information;
- 3.6.3 the review arrangements to protect the integrity of data and information to ensure valid, accurate, complete and timely data and information is available for use within the organisation; and the monitoring of arrangements to support the continued development of business intelligence and capacity.

### **3.7 *Digital, Information Management and Technology***

The Committee will seek assurance that arrangements for the performance management of digital and information management and technology (IM&T) systems are sufficient, effective and robust,  
Including:

- 3.7.1 the monitoring of digital related objectives and priorities as set out in the Board's Strategy and Annual Plan; and
- 3.7.2 the monitoring of the annual business plan for IM&T.

### **3.8 *Improvement and Innovation***

The Committee will seek assurance on the arrangements in place to support Improvement and Innovation, including an overview of the research and development activity within the organisation;

### **3.9 *Safeguarding of Information***

The Committee will seek assurance on the effectiveness of processes and systems to safeguard information and associated governance arrangements, including:

- 3.9.1 the reporting of data breaches, incidents and complaints, ensuring lessons are learned; and
- 3.9.2 the recommendations arising from national and local

### **3.10 *Liaison with other Board Committees***

The Committee will:

- 3.10.1 Work and liaise as necessary with all other board committees.

- 3.10.2 Work with other committees to contribute to, and assist in the development of, an annual programme of internal audits across the Charity.

### **3.11 Authority**

The committee is authorised by the Board to:

- 3.11.1 seek any information it requires from any employee of the Charity in order to perform its duties;
- 3.11.2 obtain, at the Charity's expense, independent legal, accounting or other professional advice on any matter it believes it necessary to do so;
- 3.11.3 call any employee to be questioned at a meeting of the Committee as and when required; and
- 3.11.4 have the right to publish in the Charity's annual report, details of any issues that cannot be resolved between the Committee and the Board.

## **4. MEMBERSHIP**

- 4.1 The Committee shall comprise at least four members, all of whom shall be Members of the Board.
- 4.2 All members of the Committee shall be non-executive Board Members.

### **Attendees**

- 4.3 Only members of the Committee have the right to attend committee meetings. However, the Director of Human Resources and OD, Director of Care Homes, Director of Community Services, Director of Housing and Property and Director of Marketing and Development will be invited to attend meetings of the committee on a regular basis. Other individuals such as the Chief Executive Officer, Chair of the Board may be invited to attend for all or part of any meeting, as and when appropriate and necessary.
- 4.4 The Head of Corporate Governance will be a regular attendee.

### **Appointment of Members**

- 4.5 Members of the Committee shall be appointed by the Board, on the recommendation of the Remuneration and Nomination Committee. Membership will be reviewed by the Board each year as part of its annual review of committee terms of reference.
- 4.6 The Board shall appoint the Committee Chair who shall be a member of the Board. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting who would qualify under these



terms of reference to be appointed to that position by the Board. The Chair of the Board shall not be the Chair of the Committee.

## **5. COMMITTEE MEETINGS**

### ***Quorum***

- 5.1 The quorum necessary for the transaction of business shall be two.
- 5.2 Where members notify the Committee Chair or committee secretariat that they are unable to attend a meeting, and there is a danger that the Committee will not be quorate, the Chair can invite another independent member to become a temporary member of the Committee. Further, in the event that only two members attend, and attendees are unable to reach an agreement on any matters for approval or decision, these will be taken to the next Board meeting for ratification.

### ***Frequency of Meetings***

- 5.3 The committee shall meet at least four times a year at appropriate intervals in the financial reporting and audit cycle and otherwise as required and otherwise as required.
- 5.4 The Chair of the Committee may call additional meetings if urgent business is required to be taken forward between scheduled meetings.
- 5.5 Outside of the formal meeting programme, the committee chair, and to a lesser extent the other committee members, will maintain a dialogue with key individuals involved in the Charity's performance and the delivery of quality services and good tenant and client experience.

### ***Openness and Transparency***

- 5.6 In line with the Board's commitment to openness and transparency in the conduct of all its business, which extends equally to the work carried out on its behalf by committees, these terms of reference shall be published on Brunelcare's Intranet and Internet sites. Further, an overview of matters discussed at meetings of the Committee will also be published within 10 days of the meeting.

### ***Secretariat***

- 5.7 The Corporate Governance Team will provide secretariat services to the Committee.

## **6. NOTICE OF MEETINGS**

- 6.1 Meetings of the committee shall be called by the secretary of the committee at the request of the Committee Chair.
- 6.2 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, no later than five working days before the date of the meeting. Supporting papers shall be sent to committee members and other attendees, as appropriate, at the same time. The templates issued by the Corporate Governance Team will be used for all papers.

## **7. MINUTES OF MEETINGS**

- 7.1 The committee secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.
- 7.2 The draft minutes of the meeting will be circulated to the Committee Chair within 10 working days of the meeting. Final signed copies of the minutes of the meetings of the Committee should be maintained for the company's records, in hard and soft copy where possible.

## **8. SUPPORT TO COMMITTEE MEMBERS**

The Committee shall:

- 8.1.1 have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required;
- 8.1.2 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members;
- 8.1.3 give due consideration to laws, relevant regulations and any published guidelines or recommendations and any other applicable rules, as appropriate;
- 8.1.4 oversee any investigation of activities which are within its terms of reference;

## **9. CHAIR'S ACTION ON URGENT MATTERS**

- 9.1 There may, occasionally, be circumstances where decisions which would normally be made by the Committee needs to be taken between scheduled meetings, and it is not practicable to call a meeting of the Committee. In these circumstances, the Chair of the Committee, supported by the Company Secretary as appropriate, may deal with the matter on behalf of the Committee - after first consulting with at least two other

Representative Members of the Committee. The Company Secretary must ensure that any such action is formally recorded and reported to the next meeting of the Committee for consideration and ratification.

- 9.2 Chair's action may not be taken where the Chair has a personal or business interest in the urgent matter requiring a decision.

## **10. REPORTING AND ASSURANCE ARRANGEMENTS**

- 10.1 The Committee Chair shall:
- 10.1.1 report formally, regularly and on a timely basis to the Board on the Committee's activities. This includes verbal updates on activity, and the submission of Committee minutes and written reports;
  - 10.1.2 bring to the Board's specific attention any significant matters under consideration by the Committee;
  - 10.1.3 ensure appropriate escalation arrangements are in place to alert the Chair of the Board, Chief Executive Officer or Chairs of other relevant committees/groups of any urgent/critical matters that may affect the operation and/or reputation of the Charity.
- 10.2 The Board may also require the Committee Members to report upon the Committee's activities at staff and public meetings. Should the Board decide to hold an Annual General Meeting, the Committee Chair should attend to answer any questions on the Committee's activities.
- 10.3 The Company Secretary shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation including that of further committees established.
- 10.4 The Committee shall provide a written annual report to the Board on its activities. The report will also record the results of the Committee's self-assessment and evaluation.

## **11. RELATIONSHIP & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS**

- 11.1 Although the Board has delegated authority to the Committee for the exercise of certain functions (as set out within these terms of reference), the Board retains overall responsibility for its performance in exercising the functions set out in these terms of reference.
- 11.2 The Committee will work closely with the Board's other committees, joint and sub committees and groups taking particular account of the impact of risk management and

internal controls being delegated to different committees to provide advice and assurance to the Board through the:

- 11.2.1 joint planning and coordination of Board and Committee business;
- 11.2.2 sharing of appropriate information; and
- 11.2.3 applicable escalation of concerns.

In doing so, this will contribute to the integration of good governance across the Charity, ensuring that all sources of assurance are incorporated into the Board's overall risk and assurance framework.

- 11.3 The Committee shall embed the Charity's agreed Values and Behaviours, through the conduct of its business.
- 11.4 The Committee will arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the board

## **12. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS**

- 12.1 The requirements for the conduct of business as set out in Brunelcare's Standing Orders are equally applicable to the operation of the Committee, except in the following areas:
  - 12.1.1 Quorum
  - 12.1.2 Issue of Committee papers

## **13. REVIEW**

- 13.1 These Terms of Reference shall be reviewed annually by the Committee. The Committee Chair will report any changes to the Board and seek its ratification of the proposed changes.