

QUALITY AND SAFETY COMMITTEE – TERMS OF REFERENCE

1. Key Duties of the Committee

Governance oversight of:

- Safeguarding risks and performance
- Quality of service delivery and customer experience
- Local service Health & Safety compliance and risk – e.g., risk assessment
- Service delivery regulatory compliance risks – CQC and Ofsted
- Customer insight – Annual Customer Survey and Service deliver related complaints.
- Key Performance indicators – Quality, H&S and Safeguarding
- Provide thematic oversight of customer safety risks within the Group risk management framework, ensuring escalation of material risks to the Audit and Risk Committee and Board where required.

Sign off:

- Internal Audit Reports – Safeguarding, CQC and Ofsted compliance and Health & Safety
- Policy Approval – Safeguarding Adults and Children
- Quality Management Policy

1. Membership

- 1.1 The committee shall comprise at least three and up to six board members elected by the Group Board. Members will be selected by the Group Board on the recommendation of the Nominations and Remuneration Committee in consultation with the Quality and Safety Committee Chair.
- 1.2 The Committee may also wish to appoint an independent committee with experience of services Look Ahead delivers. The appointment of an independent committee member will be overseen by the Nominations and Remuneration Committee in consultation with the Quality and Safety Committee Chair.
- 1.3 The committee will, in addition, have the power to co-opt up to two additional members of the committee.
- 1.4 The chair of Look Ahead's Board shall not Chair the Quality and Safety Committee, but may be a member of the Committee
- 1.5 Only members of the committee have the right to attend committee meetings. However the Executive Director of Group Operations, Executive Director of Quality and Customer Experience, internal audit partner, and Director of Corporate Governance & Assurance will be invited to attend meetings of the committee on a regular basis and other non-members may be invited to attend all or part of any meeting as and when appropriate and necessary.

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1.6 Appointments to the committee shall be for a period of up to three years, extendable by no more than one additional three-year periods.

1.7 The Group Board shall appoint the committee members, including the chair. 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.

2.0 Secretary

The Group Company Secretary, or their nominee, shall act as the Secretary of the committee and will ensure that the committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

3.0 Quorum

The quorum necessary for the transaction of business shall be three members.

4.0 Frequency of meetings

4.1 The committee will meet at least three times a year, and a programme of meetings shall be agreed by the committee annually in advance. Additional meetings outside the approved programme will be avoided wherever possible.

4.2 Outside of the formal meeting programme, the committee chair will maintain a dialogue with key individuals involved in Look Ahead's governance, including the Group Board Chair, the Chief Executive Officer, the Subsidiary Chair(s), the Executive Director of Quality and Customer Experience, the Executive Director of Group Operations, internal audit lead partner and the Director of Governance and Assurance.

5.0 Notice of meetings

5.1 Meetings of the committee shall be convened by the Secretary of the committee at the request of any of its members.

5.2 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 non-executive directors, no later than five 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.

5.3 An inadvertent failure to provide such notice to any member will not invalidate the meeting.

6.0 Minutes of the meeting

6.1 The Secretary shall minute the proceedings and decisions of all meetings of the committee, including recording the names of those present and in attendance.

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- 6.2 Draft minutes of committee meetings shall be circulated promptly to all members of the committee. Once approved, minutes should be circulated to all other members of the Group Board unless it would be inappropriate to do so in the opinion of the committee chair.

7.0 Reporting responsibilities

- 7.1 The Committee Chair shall report formally to the Group Board on its proceedings after each meeting on all matters within its duties and responsibilities and shall also formally report to the Group Board on how it has discharged its responsibilities. This report shall include:

- The significant issues that it considered in relation to the quality and safety risks and how these were addressed; and
- Any other issues on which the Group Board has requested the Committee's opinion.

- 7.2 The Committee Chair will report at least once a year to the Audit and Risk Committee on the Committee's management and oversight of quality and safety risks and delivery of recommendations of all relevant internal audit reports.

- 7.3 The Committee forms part of the Group's risk governance framework and will ensure that risks within its remit are appropriately identified, monitored and escalated through the Corporate Risk Register and Board Assurance Framework.

- 7.4 The Committee shall make whatever recommendations to the Group Board it deems appropriate on any area within its remit where action or improvement is needed.

- 7.5 Where urgent safeguarding or health and safety matters require immediate decision-making, the matter may be escalated through the Exceptional Decisions Committee, with outcomes reported to the Committee and Board.

8.0 Other matters

- 8.1 The Committee shall:

- Have access to sufficient resources to carry out its duties, including access to the Group Secretary for assistance as required.
- Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.
- Give due consideration to laws and regulations as appropriate
- Oversee any investigation of activities which are within the terms of its reference.
- Work and liaise as necessary with all other Boards and Committees in the Group.

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- 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 Group board.

9.0 Authority

9.1 The Committee is authorised to:

- Seek any information it requires from any employee of the Look Ahead Group to perform its duties.
- Obtain at Look Ahead's expense, independent legal, accounting, or other professional advice on any matter it believes necessary to do so.
- Call any employee to be questioned at a meeting of the committee as and when required.

9.2 Although, in the case of dispute, the Group Board's decisions will override those of the Committee, the Chair of the Committee will nonetheless have the right to report any such decisions to the organisation's external auditors and, where necessary, to external regulatory bodies, provided this be reported to the Group Board.