

Terms of Reference for the Finance, Digital & Performance Committee

Chair:	Non-Executive Director
Other Members:	<p>Membership of the Finance, Digital & Performance Committee shall include:</p> <ul style="list-style-type: none"> • Three Non-Executive Directors one of whom will chair the Committee. • Chief Finance Officer • Chief Operating Officer • Joint Chief Digital Information Officer <p>The members set out above may appoint a named deputy to attend a particular meeting in their place, subject to the Chair's pre-approval. A deputy should be nominated only in exceptional circumstances, for a particular meeting.</p> <p>In the absence of the appointed Committee Chair, another Non-Executive Director will chair the meeting.</p>
Other Attendance:	<p>The Finance, Digital & Performance Committee may invite non-members to attend all or part of its meetings as it considers necessary and appropriate, at the discretion of the Chair.</p> <p>In addition to members of the Finance & Performance Committee, the following shall normally attend all meetings and may contribute to discussions, but have no voting rights nor contribute to the quorum:</p> <ul style="list-style-type: none"> • Director of Performance • Director of Operational Finance • Assistant Director of IM&T • Director of Corporate Governance/Trust Secretary <p>The Committee can request the attendance of any other director or senior manager if an agenda item requires it.</p> <p>Attendance at meetings is essential. In exceptional circumstances when an Executive Director member cannot attend they must arrange for a fully briefed deputy of sufficient seniority to attend on their behalf.</p>
Quorum:	The quorum for the Finance, Digital & Performance Committee is at least three members of whom two must be Non-Executive Directors (including the chair of the committee) and one Executive Director.
Declaration of Interests	<p>All members must declare any actual or potential conflicts of interest relevant to the work of the Finance, Digital & Performance Committee, which shall be recorded in the minutes accordingly.</p> <p>Members should exclude themselves from any part of a meeting in which they have a material conflict of interest. The Chair will decide whether a declared interest represents a material conflict.</p>

<p>Frequency of Meetings:</p>	<p>The Committee will meet bi-monthly (but will have business case discussion meetings scheduled between Committee meetings) and will be set in advance as part of the planning of the Trust Board and Committee meetings annual calendar of business.</p> <p>Further meetings can be called at the request of the Committee Chair.</p> <p>An agenda of items to be discussed and supporting papers will be forwarded to each member of the Committee and any other person required to attend, no later than five working days before the date of the meeting.</p> <p>Decisions may be taken by written resolution upon the agreement of the majority of members of the Committee in attendance, subject to the rules on quorum.</p>
<p>Notice of Meetings:</p>	<p>Additional meetings shall be called at the request of the Chair.</p> <p>Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting papers, shall normally be forwarded to each member, and any other person required to attend, no later than five working days before the date of the meeting.</p> <p>Decisions may be taken by written resolution upon the agreement of the majority of members of the Committee in attendance, subject to the rules on quorum.</p>
<p>Inputs:</p>	<p>The Finance, Digital & Performance Committee will receive reports on issues within the remit of the meeting, so as to ensure timely discussion and decision-making. This will include:</p> <ul style="list-style-type: none"> • Trust-Level Risks and BAF report (Transformation, Finance, Operational Performance and IM&T service and change delivery) • Operational Performance & Deep Dives • Finance report • Finance Operational and Capital plans • Business Case Review Group (BCRG) report • Business Cases & Contract Recommendation Reports • IM&T Divisional Management Board reports • Green Plan <p>Individual members may also raise concerns/risks/issues relevant to the meetings remit on an ad hoc basis but will do so with sufficient notice to ensure that meeting agenda can be set and managed effectively.</p> <p>The Finance, Digital & Performance Committee can request a report on any subject or issue relevant to its terms of reference.</p>
<p>Outputs:</p>	<p>The Finance, Digital & Performance Committee shall produce a set of minutes and a log of actions arising.</p> <p>The Committee shall issue an upward report to Trust Board following each meeting.</p>
<p>Responsible for the following Strategies and Policies:</p>	<p>Strategies:</p> <ul style="list-style-type: none"> • Operational • Finance (Operational and Capital plans) • IM&T Digital Change

	<p>Policies:</p> <ul style="list-style-type: none"> N/A
Sub-Committees:	<ul style="list-style-type: none"> IM&T Divisional Management Board
Committee Secretary:	<p>The Corporate Governance Team is responsible for:</p> <ul style="list-style-type: none"> Agreement of agenda and collation of papers. Taking the minutes and keeping a record of actions arising and issues to be carried forward. Provision of a highlight report of the key business undertaken to the Trust Board following each meeting.

1. Purpose

- 1.1 The Finance, Digital & Performance Committee is established to be a sub-Committee of the Trust Board and is the Board assurance committee for Finance, Operational Performance and IM&T function.

2. Authority

- 2.1 The Finance, Digital & Performance Committee is a sub-group of the Trust Board from which it receives its authority. Its constitution and terms of reference shall be as set out in this document, subject to amendment.
- 2.2 The Committee is authorised to seek information it requires from any employee of the Trust. All members of staff are directed to co-operate with any request made by the Committee. The Committee is authorised to obtain legal or other independent professional advice and to secure the attendance of advisors with such expertise that it considers necessary.

3. Duties

- 3.1 The Committee shall hold the safety of patients, public and staff, as well as the reputation of the Trust, as a core value in assessing assurance, quality governance and risk.

- 3.2 The primary role and function of the Committee is as follows:

3.2.1 Assurance

- 3.2.1.1 The Committee will provide assurance to the Trust Board that:

- Financial and operational performance (including IM&T operational performance) is delivered in accordance with the agreed strategy, plans and trajectories; and
- That the Trust's transformation programme, including digital transformation programmes, is delivered in accordance with agreed plans.

- 3.2.1.2 The Committee's responsibilities will include gaining assurance on the systems and processes that underpin the Integrated Performance report production, including data quality. It will provide overview and scrutiny in any areas of transformation, financial, and operational performance as well as Risk Management of Board Assurance Framework and Trust Level Risks relevant to the committee's remit, and those referred to it by the Trust Board.

3.2.2 Financial and Performance Management

- 3.2.2.1 Monitor the Trust's performance against its annual financial plan and budgets.
- 3.2.2.2 Receive and monitor reports on financial performance including forecasts, cost improvement programmes and use of resources, noting any trends, exceptions and variances against plans on a Trust-wide and divisional basis and reviewing in detail any major performance variations.
- 3.2.2.3 Maintain an overview of the activity models to ensure consistency and to provide assurance on critical assumptions.
- 3.2.2.4 Consider the adequacy of forecasting models used in relation to financial and operational performance.
- 3.2.2.5 Monitor the Trust's operational performance against its annual plan together with any necessary correcting planning and action.
- 3.2.2.6 Review income line and service line reporting to support investment and disinvestment decision making in relation to profitable and unprofitable services.
- 3.2.2.7 Consider changes to the Trust reporting requirements under new regulatory arrangements.
- 3.2.2.8 Seek assurance on mitigations for financial and operational risks from contracting and planning with commissioners.

Informatics Performance:

- 3.2.2.9 Maintain an overview of internal IM&T service delivery performance, including trends, risks and issues.
- 3.2.2.10 Seek assurance on Cyber Security developments to assure the Board that the organisation is protected from future threats.

3.2.3 Transformation and Digital Change

- 3.2.3.1 Monitor and seek assurance on the delivery of the Trust's 5-year Transformation Plan, including benefits realisation.
- 3.2.3.2 Monitor and seek assurance on the delivery of the Informatics Digital Change Programme, and that it has delivered benefits and learning has been built into future projects.
- 3.2.3.3 Seek assurance that Informatics have a direct working partnership with the Transformation Team, and that change programmes are being progressed in a joined-up manner focusing on delivering benefits to patients.

3.2.4 Capital Management

- 3.2.4.1 Review and monitor the strategic five-year capital programme and the annual capital budgets and recommend actions or mitigations to the Trust Board.
- 3.2.4.2 Consider proposals for investment in the estate and technology to ensure alignment with Trust strategy.
- 3.2.4.3 Review and approve capital business cases in accordance with the Trust's Standing Financial Instructions and Scheme of Delegation.
- 3.2.4.4 Review those capital business cases above the Committee's authority limits as set out within the Trust's Standing Financial Instructions and Scheme of Delegation and make recommendation to the Trust Board for approval.

3.2.5 Treasury Management

3.2.5.1 Review the cash position of the Trust.

3.2.6 Investment Appraisal

3.2.6.1 Review and approve revenue business cases in accordance with the Trust’s Standing Financial Instructions and Scheme of Delegation.

3.2.6.2 Review those revenue business cases above the Committee’s authority limits as set out within the Trust’s Standing Financial Instructions and Scheme of Delegation and make recommendation to the Trust Board for approval.

3.2.6.3 Review the benefits realisation of business cases and post implementation reviews to ensure that the standard of business case preparation is consistently high.

3.2.7 Risk

3.2.7.1 Consider all relevant risks within the Board Assurance Framework and Trust Level Risks as they relate to the remit of the committee (transformation, finance, operational performance and IM&T service and change delivery), as part of the reporting requirements, and will report any areas of significant concern to the Audit Committee or the Trust Board as appropriate.

3.2.7.2 Recommend changes to the Board Assurance Framework relating to emerging risks and existing entries within its remit for the executive to consider.

4. Monitoring and Effectiveness

4.1 The Finance, Digital & Performance Committee shall have access to sufficient resources to carry out its duties, including access to company secretarial assistance as required.

4.2 It shall be provided with appropriate and timely training, both in the form of an induction programme for new members and an on-going basis for all members.

4.3 It will review its own performance, 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 Trust Board for approval.

4.4 As per NHSE/I requirements the Committee will carry out an annual self-assessment to inform above review of its Terms of Reference.

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Lead:	Glyn Howells, Chief Finance Officer Steve Curry, Chief Operating Officer
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