

| Terms of reference |
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| Name of governance body |
| Finance and Performance Committee (F&PC) |
| Constitution |
| The Finance and Performance Committee (“the Committee”) is a standing committee of the Board of Directors, established in accordance with the Trust’s standing orders, standing financial instructions and constitution. |
| Accountability |
| The Committee is accountable to the Board of Directors for its performance and effectiveness in accordance with these terms of reference. |
| Authority |
| The Committee is authorised by the Board of Directors to seek any information it requires from within the Trust and to commission independent reviews and studies if it considers these necessary. |
| Purpose |
| <p>The purpose of the Committee is to assure the Board of Directors of:</p> <ul style="list-style-type: none"> • Delivery of financial, operational and workforce performance plans and targets; and • Delivery of the trust’s strategic initiatives. <p>To provide this assurance the Committee will maintain a detailed overview of:</p> <ul style="list-style-type: none"> • The Trust’s assets and resources in relation to the achievement of its financial plans and key strategic objective four: financial sustainability. • The Trust’s operational performance in relation to the achievement of its activity plans and key strategic objective three: operational excellence. • The Trust’s workforce profile in relation to the achievement of key performance indicators and key strategic objective five: organisational excellence. • Business planning assumptions, submissions and acceptance/delivery of targets <p>To fulfil its purpose, the Committee will also:</p> <ul style="list-style-type: none"> • Identify the key issues and risks requiring discussion or decision by the Board of Directors; • Advise on appropriate mitigating actions; and • Make recommendations to the Board as the amendment or modification of the Trust’s strategic initiatives in the light of changing circumstances or issues arising from implementation |
| Duties and responsibilities |
| <p>Duties</p> <p><i>Financial and operational performance</i></p> <ul style="list-style-type: none"> • Review and challenge construction of operational and financial plans for the planning period as defined by the regulators. • Review, interpret and challenge in-year financial and operational performance • Review, interpret and challenge workforce profile metrics including sickness absence, people management, bank and agency usage, statutory and mandatory training compliance and recruitment |

- Oversee the development and delivery of any corrective action plans and advise the Board of Directors accordingly
- Review and support the development of appropriate performance measures, such as key performance indicators (KPIs), and associated reporting and escalation frameworks to inform the organisation and assure the Board of Directors.
- Refer issues of quality or specific aspects of the Quality and governance committee's remit, and maintain communication between the two committees to provide joint assurance to the Board of Directors.

Estates and facilities strategy and maintenance programmes

- Review the delivery of the Trust's estates and facilities strategy and planned maintenance programmes as agreed by the Board of Directors.
- Consider initiatives and review proposals for land and property development and transactions prior to submission to the Board of Directors for approval.

Information management and technology strategy, performance and development

- Review the delivery of the Trust's IM&T strategy and planned development programmes as agreed by the Board of Directors.

Capital and other investment programmes and decisions

- Oversee the development, management and delivery of the Trust's annual capital programme and other agreed investment programmes.
- Evaluate, scrutinise and approve the financial validity of individual significant investment decisions (that require Board approval), including the review of outline and full business cases. Business cases that require Board approval will be referred to the Committee following initial review by the Executive Management Team and/or Capital Planning Group.

Cost improvement plans

- To oversee the delivery of the Trust's cost improvement plans and the development of associated efficiency and productivity programmes.

Business development opportunities and business cases

- Evaluate emerging opportunities on behalf of the Board of Directors.

Consider the merit of developed business cases for new service developments and service disinvestments prior to submission to the Board of Directors for approval.

Responsibilities

On behalf of the Board of Directors, the Committee will be responsible for the oversight and scrutiny of the Trust's:

- Monthly financial and operational performance
- Estates strategy and maintenance programme
- Information management and technology strategy, performance and development.

The Committee will make recommendations to the Board in relation to:

- Capital and other investment programmes
- Cost improvement plans
- Business development opportunities and business cases.

Chairing

The Committee shall be chaired by a non-executive director, appointed by the Trust Chair following discussion with the Board of Directors.

If the Chair is absent or has a conflict of interest which precludes his or her attendance for all or part of a meeting, the Committee shall be chaired by one of the other non-executive director members of the Committee.

Meetings

Meetings of the Committee shall be formal, minuted and compliant with relevant statutory and good practice guidance as well as the Trust's codes of conduct.

The Committee will meet once in each calendar month, on the fourth Monday of the month.

The chair of the Committee may cancel, postpone or convene additional meetings as necessary for the Committee to fulfil its purpose and discharge its duties.

Secretariat

The Executive Assistant to the Director of finance and performance shall be the secretary to the Committee and shall provide administrative support and advice to the chair and membership. The duties of the secretary shall include but not be limited to:

- Preparation of the draft agenda for agreement with the chair
- Organisation of meeting arrangements, facilities and attendance
- Collation and distribution of meeting papers
- Taking the minutes of meetings and keeping a record of matters arising and issues to be carried forward
- Maintaining the Committee's work programme.

Membership

Members with voting rights

The following posts are entitled to membership of the Committee and shall have full voting rights:

- Three non-executive directors (including Committee chair)
- Chief Executive
- Director of finance and performance
- Director of operations
- Director of workforce and organisational development

Ex-officio members without voting rights

- The Director of nursing

In attendance without voting rights

The following posts shall be invited to attend routinely meetings of the Committee in full or in part, but shall neither be a member nor have voting rights.

- Representative of the QVH Council of Governors.
- The secretary to the Committee (for the purposes described above).
- Any member of the Board of Directors or senior manager considered appropriate by the chair of the Committee.

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| <p>The Chair, members of the Committee and the Governor Representative shall commit to work together according to the principles established by the Trust's policy for engagement between the Board of Directors and the Council of Governors.</p> |
| <p>Quorum</p> <p>For any meeting of the Committee to proceed, two non-executive directors and one executive director of the Trust must be present.</p> |
| <p>Attendance</p> <p>Members and attendees are expected to attend all meetings or to send apologies to the chair and Committee secretary at least one clear day* prior to each meeting.</p> <p>Attendees may, by exception and with the consent of the chair, send a suitable deputy if they are unable to attend a meeting. Deputies must be appropriately senior and empowered to act and vote on behalf of the Committee member.</p> |
| <p>Papers</p> <p>Papers to be distributed to members and those in attendance at least three clear days in advance of the meeting.</p> |
| <p>Reporting</p> <p>Minutes of the Committee's meetings shall be recorded formally and ratified by the Committee at its next meeting.</p> <p>The chair shall prepare a report of each Committee meeting for submission to the Board of Directors at its next formal business meeting. The report shall draw attention to any issues which require disclosure to the Board of Directors including where executive action is continually failing to address significant weaknesses.</p> <p>Issues of concern and/or urgency will be reported to the Board of Directors in between its formal business meetings by other means and/or as part of other meeting agendas as necessary and agreed with the Trust chair. Instances of this nature will be reported to the Board of Directors at its next formal business meeting.</p> <p>The Committee chair and governor representative shall report verbally at quarterly meetings of the Council of Governors.</p> |
| <p>Review</p> <p>These terms of reference shall be reviewed annually or more frequently if necessary. The review process should include the company secretarial team for best practice advice and consistency.</p> <p>The next scheduled review of these terms of reference will be undertaken by the Committee in February 2020 in anticipation of approval by the Board of Directors at its meeting in March 2020.</p> |
| <p>* Definitions</p> <p>In accordance with the Trust's constitution, 'clear day' means a day of the week not including a Saturday, Sunday or public holiday.</p> |