

Finance and Performance Committee Terms of Reference

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Approved by	Finance and Performance Committee
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Date	Version	Author Name & Designation	Summary of amendments
February 2021	1		
April 2022	2	Angela Wendzicha, Director of Corporate Affairs	Full review
January 2024	3	Angela Wendzicha, Director of Corporate Affairs	Full review
January 2025	4	Deputy Director of Corporate Affairs	Updated authority as delegated by the Board of Directors. Additional duties in Section 3.1 in relation to Risk Management and the Board Assurance Framework

Title	Finance and Performance Committee Terms of Reference
Constitution	1.1 The Finance and Performance Committee (“the Committee”) is constituted as a standing committee of the Board of Directors (the Board) of The Rotherham NHS Foundation Trust (the Trust).
Authority	<p>2.1 The Committee is authorised by the Board to consider any matter within its terms of reference and be provided with the Trust resources to do so.</p> <p>2.2 The Committee has the right of access to all information that it deems relevant to fulfil its duties which may require any Trust colleague to attend a meeting of the Committee to present information or answer questions on a matter under discussion.</p> <p>2.3 The Committee is authorised to instruct external professional advice and to invite external consultants with relevant experience and expertise to attend if it considers this necessary or expedient to exercise its functions.</p> <p>2.4 The 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.</p> <p>2.5 The Committee has no executive powers other than those set out in these Terms of Reference.</p> <p>2.6 The Committee is authorised to meet via a virtual/remote meeting.</p>

	<p>2.7 The Committee is authorised, in exceptional circumstances to conduct discrete business outside of its scheduled meetings where it is not practicable to convene a full meeting. The process to be followed is set out in the Section 10.7.</p> <p>2.8 The Committee has the authority to approve Policy documents delegated from the Trust Board.</p> <p>2.9 Approve specific policies and procedures relevant to the Committee's remit.</p> <p>2.10 Approve the recommendations from the Accountable Emergency Officer for Emergency Preparedness, Resilience and Response via the annual self-assessment submission.</p> <p>2.11 Recommend to Board the submission of the Trust's annual plan to the regulator.</p> <p>2.12 Review the finance report on a monthly basis and approve any submissions of monitoring reports to the Regulator.</p> <p>2.13 Seek any information it requires from within the Trust and to commission independent reviews and studies should these be considered necessary.</p> <p>2.14 Make any recommendations to the Board of Directors in relation to capital and other investments, cost improvement plans and business development opportunities.</p> <p>2.15 Approve business cases in accordance with delegated authority limits as described with the Standing Financial Instructions.</p> <p>2.16 Operate within the remit of its approved Terms of Reference.</p>
Purpose & Duties	<p>3.1 The Board has approved the establishment of the Committee for the purpose of supporting the timely delivery of the Trust's Strategic Ambitions and the Operational Plan giving detailed consideration to the Trust's financial and operational issues whilst being assured as to compliance with appropriate regulatory and statutory requirements. It will discharge this purpose through the following duties:</p> <ul style="list-style-type: none"> • Oversee implementation of the Trust's priority in year operational and financial objectives/enablers against agreed milestones; • Review in year actual operational and financial performance against plan; • Review in year forecast operational and financial performance against plan; • Review the Trust's efficiency and productivity plans (including cost improvement performance) and processes; • Oversee all aspects of cash management to ensure the Trust discharges its responsibilities in respect of payroll and non-pay costs

	<ul style="list-style-type: none"> • Oversee the management of cash in respect of payments, receipts borrowing and temporary overdraft facilities and treasury management, as detailed in the Trust's Scheme of Delegation; • Oversee embedding and audit of the Financial Governance Action Plan; • Review key operational and financial plans/ policies to ensure they are up to date and fit for purpose (including Finance, Procurement, IT and Estates); • Oversee and seek assurance on delivery relating to Winter Planning; • Oversee and seek assurance that the Trust is delivering against key performance indicators as set out in the Integrated Performance Report; • Oversee and seek assurance in relation to the programme of Recovery; • Confirm that 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 acquisition of assets and their disposal. • Seek assurance that the Trust has appropriate strategies relating to environment and sustainability and policies are effectively implemented and monitored; and • In accordance with the Trust's Scheme of Delegation: • Review business cases, tenders and contracts for approval by the Board, ensuring that they have been developed within the terms of the business case protocol; and • Review post implementation reviews of the above to agree key action points to inform future decision making. • Review procedural documents as delegated by the Board of Directors. <p>The Committee will also:</p> <ul style="list-style-type: none"> • Review the Board Assurance Framework risks delegated to the Committee for review, and to make recommendations to the Board for any required changes of risk score or content; • Review the 12+ scored risks from the Risk Register and risk management information of risks rated 8 and above, relating specifically to the remit of the Committee, as determined by the Risk Management Committee; • Review the Issues Log as identified by the Risk Management Committee; • Review and consider emerging risks; and • Review EPRR Core Standards.
Reporting to	<p>4.1 The Committee is accountable to the Board.</p> <p>4.2 The Committee shall report to the Board on how it discharges its responsibilities</p> <p>4.3 The Chair of the Committee will bring to the attention of the Board any items that the Performance Committee considers the</p>

	<p>Board should be aware of through the Chair's report to the Board in addition to any issues that require disclosure to any regulatory body.</p> <p>4.4 The minutes of the Committee's meetings shall be formally recorded and submitted to the Board, once approved by the Chair of the Committee.</p> <p>4.5 The Committee will consider matters referred to it for action by the Audit & Risk Committee, People Committee and or the Quality Committee and will report back in writing.</p> <p>4.6 The Committee, will, on an exception basis, report into the Audit & Risk Committee any identified unresolved risks arising within these Terms of Reference.</p> <p>4.7 The Committee will report to the Board annually on its work in support of the annual governance statement. The annual report should also describe how the Committee has fulfilled its terms of reference and give details of any significant issues that the Committee has considered and how these were addressed.</p> <p>4.8 In addition the Chair of the Committee will provide a quarterly report on the Committee's activities to the Council of Governors.</p>
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Committee Membership	<p>5.1 The Committee members shall be appointed by the Board and shall consist of:</p> <ul style="list-style-type: none"> • Three Non-Executive Directors (one of whom must have relevant and current financial experience); • Executive Director of Finance, who will act as Lead Executive; and • Chief Operating Officer. <p>5.2 Members who are unable to attend the meeting can send a Deputy with the prior approval of the Chair; such Deputy must have the ability and authority to make decisions and contribute fully to the business of the Committee.</p> <p>5.3 The Board shall appoint the Chair and Vice Chair of the Committee from its Non-Executive Directors.</p> <p>5.4 Membership of the Committee will include at least one common Non-Executive Director member of the Audit Committee. This member will act as a conduit of information and assurances across the two Committees in support of the Trust's integrated governance approach.</p>
Attendees	<p>6.1 Attendees to include:</p> <ul style="list-style-type: none"> • Managing Director; • Deputy Director of Finance; • Deputy Chief Operating Officer/Director of Operations ; • Care Group General Managers; • Director of Health Informatics; • Director of Estates and Facilities; • Director of Corporate Affairs / Company Secretary; • Deputy Director of Corporate Affairs; • Deputy Chief Nurse; • Corporate Governance Administrative support. <p>6.2 The Medical Director and the Chief Nurse may be called to attend any meeting as the Chair deems relevant.</p> <p>6.3 Other members of staff will be invited to attend to present for specific agenda items as agreed with the Chair</p> <p>6.4 The Chief Executive Officer, other Executive Directors or their colleagues may be invited to attend for specific agenda items so to assist in deliberations.</p>
Quorum	<p>7.1 A quorum shall be made up of three members comprising at least two Non-Executive Directors and one Executive Director.</p> <p>7.2 No business shall be transacted by the Committee unless a quorum is present.</p>

	7.3 Those in attendance or observing do not count towards the quorum.
Observers	<p>8.1 Meetings are not open to members of the public.</p> <p>8.2 Observers may only attend with the prior approval of the Chair of the Committee.</p>
Frequency of Meetings	<p>9.1 Meetings shall be held monthly. Additional meetings may be held after consultation with the Chair of the Board.</p> <p>9.2 Additional meetings may be held after consultation with the Chair</p>
Meeting administration	<p>10.1 Notice of meetings will be given at least seven working days in advance unless members agree otherwise.</p> <p>10.2 The Chair of the Committee, Lead Executive and the Director of Corporate Affairs will meet to agree the agenda for each meeting. The agenda will be based on the Committee Annual Work Plan.</p> <p>10.3 The Lead Executive Director for the Committee will be the Executive Director of Finance. The Director of Corporate Affairs / Company Secretary will support the Chair of the Committee and Lead Executive Director in the management of the Committee's business and for drawing the Committee's attention to best practice, national guidance and other relevant documents, as appropriate.</p> <p>10.4 Administrative support to the Committee will be provided by the Corporate Affairs Department. Agendas can only be amended by agreement of the Committee Chair and Lead Executive Director.</p> <p>10.5 The agenda and papers will normally be circulated four working days prior to the meeting to Committee members and regular attendees.</p> <p>10.6 Draft minutes and action log will be produced by the secretary within five working days, reviewed by the Lead Executive Director and then approved by the Committee Chair within ten working days of the meeting.</p> <p>10.7 For business to be conducted outside of the scheduled meetings the following must apply:</p> <ul style="list-style-type: none"> • The business to be conducted must be set out in formal papers accompanied by the usual cover sheets clearly setting out the nature of the business to be conducted and the proposal which members are being asked to consider; • The papers will be forwarded to the Committee by the Corporate Governance function; • The Committee will be expected to respond, subject to availability, by e-mail to the full distribution list with their views within 3 working days of receipt of the paper;

	<ul style="list-style-type: none"> • For a decision to be valid, responses must be received from a quorum. In the event there is no unanimous agreement, the proposal shall be considered not to be approved; • The Director of Corporate Affairs will summarise the conclusions reached and these will be presented to the next scheduled meeting.
Operational Groups which report into the Committee	<p>11.1 The operational groups which report into the committee are:</p> <ul style="list-style-type: none"> • Cost Improvement Programme (CIP) Efficiency Board; • Digital Transformation Committee; • Care Group Performance Meeting; and • Capital Monitoring Group. <p>11.2 The Chair from each of the operational groups will provide:</p> <ul style="list-style-type: none"> • a report to the next meeting of the Committee; and • the minutes from the group's meeting to the Committee following approval of the minutes at the next group meeting.
Monitoring and review	<p>12.1 The Committee's Terms of Reference will be subject to annual review. Proposed variations will require approval of the Board.</p> <p>12.2 The Committee will undertake an annual review of its performance, via self-assessment by its members and any agreed actions, will be reported to the Audit Committee and Trust Board.</p>