



## **Finance and Performance Committee**

### **Terms of Reference**

#### **1.0 Constitution**

- 1.1 The Finance and Performance Committee (the Committee) is a standing Committee that has been formally constituted by the Board of Directors of Yorkshire Ambulance Service NHS Trust (the Trust) in accordance with its Standing Orders, including the Scheme of Powers Delegated and Reserved to the Board, and the Standing Financial Instructions (SO/SFIs) of the Trust will apply to the conduct of the working of the Committee.

#### **2.0 Authority**

- 2.1 The Committee is authorised by the Board of Directors to act within its terms of reference and will be provided with Trust resources to do so. All members of Trust staff are directed to co-operate with any request made by the Committee.
- 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.
- 2.3 The Committee is authorised by the Board of Directors to instruct professional advisors and request the attendance of individuals and authorities from outside the Trust with relevant experience and expertise if it considers this necessary.
- 2.4 The Committee has no executive powers other than those set out in these Terms of Reference.
- 2.5 The Committee is authorised to meet via a virtual/remote arrangement if it deems that necessary.
- 2.6 The Committee is authorised, in exceptional circumstances, to conduct discrete business outside its scheduled meetings where it is not practicable to convene a full meeting.

#### **3.0 Purpose and Duties**

- 3.1 The purpose of the Committee is to gain assurance, on behalf of the Board of Directors that the Trust is making sufficient progress towards the timely delivery of the Trust's Strategic ambitions and Operational Plan with consideration to the Trust's financial and performance issues whilst being assured as to compliance with appropriate regulatory and statutory requirements. It will discharge its duties through the following:
- Oversee implementation of the Trust's priority in year operational and financial objectives/enablers against agreed milestones;

- Review actual and forecast operational and financial performance against plan;
- Consider the Trust's financial targets and key indicators and performance against them;
- Seek assurance on delivery of the Trust's efficiency programme;
- Progress of audit actions in relation to the Committee's duties; Review key operational and financial plans/ policies to ensure they are up to date and fit for purpose (including Finance, Procurement, Digital/IT, Fleet and Estates);
- Oversee and seek assurance on delivery relating to Winter Planning/EPRR;
- Oversee and seek assurance on the delivery relating to the Trust's Digital/IT, Fleet and Estates Strategy/Plans;
- 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 any required programme of Recovery;
- Oversee and receive assurance regarding Trust contractual arrangements;
- Oversee and receive assurance regarding the Trust's procurement activity;
- Seek assurance 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;
- Review progress and key risks in relation to delivery of the Green Plan;
- Seek assurance that the Trust has appropriate strategies relating to environment and sustainability and policies are effectively implemented and monitored;
- Review and make recommendations to the Board about any commercial or investment activity e.g., proposed joint ventures or partnerships, in line with the governance requirements.
- 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 evaluation of the above to agree key learning points to inform future decision making.

3.2 The Committee will also:

3.2.1 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; and

3.2.2 Review the 12+ scored risks from the Risk Register relating specifically to the remit of the Committee, as determined by the Trust's Risk Group.

#### **4.0 Membership**

4.1 The Committee membership will be agreed by the Board of Directors and will consist of:

- 3 Non-executive Directors
- The Executive Director of Finance, who will be the Lead Director of the Committee
- Executive Chief Operating Officer

4.2 The Board will appoint a Chair and Vice Chair of the Committee.

## **5.0 Attendees**

5.1 Attendees will include:

- Chief Information Officer
- Company Secretary
- System Partnership Director
- Deputy Director of Finance

5.2 Any additional Trust members of staff or external people will be invited as and when required to support the workings of the meeting.

5.3 An attendance record will be held for each meeting.

## **6.0 Quorum**

6.1 The Committee will be deemed quorate with three members, comprising at least two Non- executive Directors and one Executive Director present.

6.2 No business shall be transacted by the Committee unless a quorum is present.

6.3 Members unable to attend a meeting may nominate a deputy to attend on their behalf, agreed with the Committee Chair. (*Nominated deputies shall not count towards the quorum.*)

6.4 Members of the Committee do not represent or advocate for their respective area of the Trust, but act in the interests of the Trust as a whole.

6.5 Members are able to attend Committee meetings in person, by telephone, or by other electronic means.

6.6 Members in attendance by electronic means will count towards the quorum.

6.7 Members must demonstrably consider, and take appropriate positive action in respect to, the equality and diversity implications of decisions taken by the Committee.

## **7.0 Decision Making and Voting**

7.1 Decisions will be taken in accordance with the Standing Orders. The Committee will ordinarily reach conclusions by consensus. When this is not possible the Committee Chair may call a vote.

7.2 Only members present at a meeting of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.

7.3. In the case that an equality of votes arises, the Chair of the Committee will hold the casting vote.

## **8.0 Decision Making and Voting**

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- 8.3. In the case that an equality of votes arises, the Chair of the Committee will hold the casting vote.

## **9.0 Committee Administration**

- 9.1 The Committee will meet at least 10 times a year. The Committee shall meet at any other time that the Chair of the Committee, in consultation with the Director Lead, shall require, in order to allow the Committee to discharge all of its responsibilities.
- 9.2 The Chair of the Committee and the Director Lead will meet to agree the agenda for each meeting. The agenda will be based on the Committee Annual Work Plan and any agreed additional items.
- 9.3 The Company Secretary or their nominated designate will support the Chair of the Committee and Lead Director in the management of the Committee's business and for drawing attention to good practice, national guidance and other relevant documents, as appropriate.
- 9.4 Notice of each meeting, shall be made available to each member of the Committee, no less than four working days before the date of the meeting in electronic form unless agreed otherwise by the Chair and Lead Director.
- 9.5 Administrative support to the Committee shall be provided by the secretary. The secretary will take minutes and clearly record actions. Items for inclusion on the agenda shall be submitted to the secretary 7 days prior to the meeting. Agendas can only be amended by the agreement of the Committee Chair and Director Lead.
- 9.6 The Chair shall establish, at the beginning of each meeting, the existence of any conflicts of interest and ensure that these are recorded in the minutes accordingly.
- 9.7 The Committee Secretary shall minute the proceedings of all Committee meetings and provide draft minutes within five working days, reviewed by the Lead Director and then approved by the Committee Chair within 10 working days of the meeting.

## **10.0 Reporting and Accountability**

- 10.1 The Committee is accountable to the Board of Directors.
- 10.2 The Chair will report to the Board of Directors following each meeting on how it has discharged its responsibilities. The Chair of the Committee shall provide the Audit and Risk Committee and the Board with a Chair's Assurance Report following each Committee meeting, providing assurance or highlighting risks or issues that require executive action. The approved minutes of Committee meetings shall be formally recorded and submitted to the Board.
- 10.3 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.

- 10.4 The Committee Chair shall attend the Annual General Meeting to respond to any stakeholder questions on the Committee's activities.
- 10.5 The Committee shall have the power to establish sub-Committees/Groups and/or task and finish groups for the purpose of addressing specific tasks or areas of responsibility (once agreed by Trust Executive Group any sub-Committees/Groups will be added).
- 10.6 The Chair from each of the operational groups will provide:
- 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.

#### **11.0 Monitoring and Review**

- 11.1 The Terms of Reference of the Committee will be reviewed at least annually and submitted to the Board for approval.
- 11.2 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 Board.

**Reviewed and Approved by the Committee: 18 May 2023**

**Approved by the Board of Directors: 25 May 2023**

**Next Planned Annual Review: April 2024**