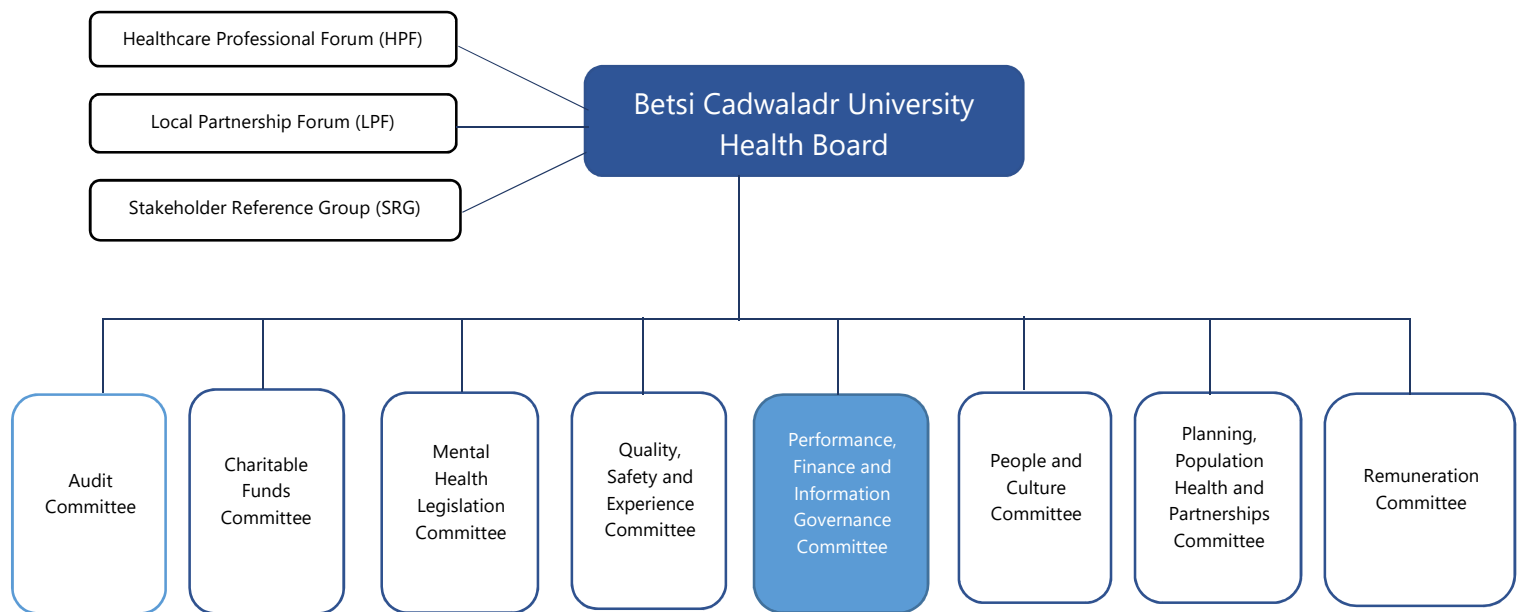


PERFORMANCE, FINANCE & INFORMATION GOVERNANCE COMMITTEE

TERMS OF REFERENCE



Version	Issued to	Date	Comments
V0.01 Draft	Audit Committee	16/11/23	Developed as a first draft for review by Audit Committee on 16/11/23
V0.02 Draft	TOR meeting with Committee Chair & Executive Lead	22/12/23	Developed as a draft for review with Committee Chair and Executive Lead.
V0.03 Draft	Health Board	18/01/24	Final Draft for consideration by the Health Board to be held on 25/01/24
V3.00 Approved		25/01/24	Approved by the Health Board

1) Introduction

- 1.1 The Betsi Cadwaladr University Health Board (BCUHB) shall establish a Committee to be known as the Performance, Finance and Information Governance Committee. The Committee is an independent Committee of the Board and has no executive powers, other than those specifically delegated in these terms of reference. The detailed operating arrangements in respect of this Committee are set out below.

2) Purpose

The purpose of the Performance, Finance and Information Governance Committee is:

- 2.1 To advise and assure the Board in discharging its responsibilities with regard to its current and forecast financial position and performance.
- 2.2 Oversight, delivery and monitoring of financial strategy, planning, policies and performance including capital and external contracting.
- 2.3 Oversight, delivery and monitoring of performance strategies, framework, policies, Welsh Government and local targets and performance reports.
- 2.4 To monitor the performance of external contracts including shared services and primary care. The Committee will provide advice on the adoption of a set of key indicators of quality of care against which the Health Board performance will be regularly assessed and reported on.
- 2.5 To seek assurance on the management of principal risks within the Board Assurance Framework (BAF) and Corporate Risk Register (CRR) allocated to the Committee and provide assurance to the Board that risks are being managed effectively and report any areas of significant concern.
- 2.6 To monitor the performance and oversight of Information Governance.

3) Responsibilities of the Committee and Delegated Powers

- 3.1 The Performance, Finance and Information Governance Committee is required by the Board to:
 - 3.1.1 Provide evidence based and timely advice to the Board on the development of finance and performance related strategies and the Integrated Medium Term Plan (IMTP)/Annual Plan.
 - 3.1.2 Provide evidence based and timely advice to the Board on the delivery of strategies/aspects of strategies relating to finance, performance and information governance.

- 3.1.3 Oversee and provide evidence based and timely advice to the Board on relevant risks and mitigation.
- 3.1.4 Provide relevant and timely advice to the Board on developing the IMTP/Annual Plan in relation to:
- The financial performance of the Health Board;
 - The operational performance of the Health Board and associated impact on Improvement Plans;
 - Evidence based assurance on the financial position, forecasting, and the capital programme; and.
 - Evidence based assurance to the Board and Accountable Officer on whether effective arrangements are in place through the operation of the governance framework for data processing and information management.
- 3.1.5 Receive the results of relevant investigations and provide the Board with assurance on the implementation of accepted recommendations.
- 3.1.6 Seek assurance in relation to the compliance with relevant national practice and mandatory guidance and healthcare standards and duties, including Duty of Quality, Duty of Candour, Quality Standards and Quality Management in relation to the business of the committee.

3.2 Financial Management

- 3.2.1 Seek assurance on the Financial Planning process.
- 3.2.2 Monitor financial performance and cash management against revenue budgets and statutory duties.
- 3.2.3 Consider submissions to be made in respect of revenue or capital funding and the service implications of such changes, including screening and review of financial aspects of business cases as appropriate for submission to Board in line with Standing Financial Instructions.
- 3.2.4 Monitor turnaround and transformation programmes' progress and impact/pace of implementation of organisational savings plans.
- 3.2.5 Receive quarterly assurance reports arising from performance reviews, including performance and accountability reviews of individual directorates, divisions and sites.
- 3.2.6 Determine any new awards in respect of Primary Care contracts.

3.3 Performance Management and Accountability

- 3.3.1 Review and endorse revisions to the Health Board's overall Performance Management Framework (to be reviewed on a three yearly basis or sooner if required).
- 3.3.2 Ensure scrutiny of the performance and resources dimensions of the Quality and Performance Report (QAP).
- 3.3.3 Monitor performance and quality outcomes against Welsh Government targets including access times, efficiency measures and other performance improvement indicators, including local targets.
- 3.3.4 Review in-year progress in implementing the financial and performance aspects of the IMTP/Annual Plan.
- 3.3.5 Review and monitor performance against external contracts.
- 3.3.6 Receive assurance reports arising from Performance and Accountability Reviews of individual teams.
- 3.3.7 Receive assurance reports in respect of the Shared Services Partnership.
- 3.3.8 Review post implementation, the extent to which benefits from business cases have been realised.

3.4 Capital Expenditure and Working Capital

- 3.4.1 Approve and monitor progress of the Capital Programme.

3.5 Workforce

- 3.5.1 Monitor the financial aspects of workforce planning to meet service needs in line with agreed strategic plans.
- 3.5.2 Consider and determine any proposals from the Primary Care Panel (via the Executive Team) in relation to whether the Health Board should take on responsibility for certain GP Practices.

3.6 Information Governance

- 3.6.1 Oversee the development of the Health Board's strategies and plans for maintaining the trust of patients and public through its arrangements for handling and using information, including personal information, safely and securely, consistent with the Board's overall strategic direction and any requirements and standards set for NHS bodies in Wales.

- 3.6.2 Oversee the direction and delivery of the Health Board's information governance strategies to drive change and transformation in line with the Health Board's IMTP/ Annual Plan that will support modernisation using information and technology.
- 3.6.3 Consider the information governance implications arising from the development of the Health Board's corporate strategies and plans or those of its stakeholders and partners.
- 3.6.4 Consider the information governance implications for the Health Board of internal and external reviews and reports.
- 3.6.5 Oversee the development and implementation of a culture and process for data protection by design and default (including Privacy Impact Assessments) in line with legislation (e.g. General Data Protection Regulation).
- 3.6.6 Oversee the direction and delivery of the Health Board's Cyber security policy (details of which will be taken in private session of the committee).
- 3.6.7 Oversee the direction and delivery of the Health Board's Patient records management.
- 3.6.8 Oversee the direction and delivery of the Health Board's National systems and programmes.

4) Membership

- 4.1 Formal membership of the Committee shall comprise of the following:

MEMBERS
Independent Member (Chair)
2 x Independent Members (one of whom will be designated as Vice Chair)

- 4.2 The following should attend Committee meetings:

IN ATTENDANCE
Executive Director of Finance (Executive Lead)
Executive Director of Operations
Chief Digital and Information Officer
OTHER ATTENDEES
Other Executive Directors as required by the Chair
Other Senior Managers as required by the Chair

- 4.3 The membership of the Committee shall be determined by the Board, based on the recommendation of the Health Board Chair, taking into account the balance of skills and expertise necessary to deliver the Committee's remit, and subject to any specific requirements or directions made by the Welsh Government.

- 4.4 Membership of the Committee will be reviewed on an annual basis.

5) Quorum and Attendance

- 5.1 A quorum shall consist of no fewer than two of the membership and must include as a minimum the Chair or Vice Chair of the Committee, together with a third of the In Attendance members. In the interests of effective governance, it is expected that a minimum of two Executive Directors will also attend. In the event of a vote which is tied, the Committee Chair shall have a casting vote.
- 5.2 Any senior officer of the Health Board or partner organisation may, where appropriate, be invited to attend, for either all or part of a meeting, to assist with discussions on a particular matter.
- 5.3 The Committee may also co-opt additional independent external 'experts' from outside the organisation to provide specialist skills.
- 5.4 Should any 'in attendance' officer member be unavailable to attend, they may nominate a deputy to attend in their place, subject to the agreement of the Chair.
- 5.5 The Committee may ask any or all of those who normally attend but who are not members to withdraw in order to facilitate open and frank discussion of particular matters.

6) Agenda and Papers

- 6.1 The Committee Secretary is to hold an agenda setting meeting with the Chair and/or Vice Chair and the Executive Lead (Executive Director of Finance) at least six weeks before the meeting date.
- 6.2 The agenda will be based on the Committee work plan, identified risks, matters arising from previous meetings, issues emerging throughout the year, and requests from Committee members. Following approval, the agenda and timetable for request of papers will be circulated to all Committee members.
- 6.3 All papers must be approved by the Executive Lead.
- 6.4 The agenda and papers will be distributed/published seven days in advance of the meeting.
- 6.5 A draft table of actions will be issued within two working days of the meeting. The minutes and table of actions will be circulated to the Committee Chair and Executive Lead within seven days to check the accuracy, prior to sending to Members to review within the next seven days.
- 6.6 Members must forward amendments to the Committee Secretary within the next seven days. The Committee Secretary will then forward the final version to the Committee Chair for final review.

7) In Committee and Sub Committee

- 7.1 The Committee can operate with an In Committee function to receive updates on the management of sensitive and/or confidential information.

8) Meetings

- 8.1 The Committee will meet bi-monthly and an annual schedule of meetings will be determined by the corporate calendar.
- 8.2 The Committee may be convened at short notice if requested by the Chair.
- 8.3 Any additional meetings will be arranged under exceptional circumstance and shall be determined by the Chair of the Committee in discussion with the Executive Lead.
- 8.4 The Committee may, subject to the approval of the Health Board, establish Groups to carry out on its behalf specific aspects of Committee Business.
- 8.6 Meetings may be held in person where it is safe to do so or by video-conferencing and similar technology.
- 8.7 The Committee Secretary shall be determined by the Director of Corporate Governance.

9) Reporting

- 9.1 The Committee, through its Chair and members, shall work closely with the other Committees to provide advice and assurance to the Board through joint planning and co-ordination of Board and Committee business including sharing of information.
- 9.2 The Committee Chair, supported by the Committee Secretary, shall:
- Report formally, regularly and on a timely basis to the Board on the Committees activities;
 - Bring to the Board's specific attention any significant matter under consideration by the Committee; and
 - Ensure appropriate escalation arrangements are in place to alert the Health Board's Chair, Chief Executive and/or Chairs of other relevant Committee, of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.
- 9.3 The Committee will undertake an annual review on the effectiveness of its arrangements and responsibilities. The Director of Corporate Governance will oversee this review.

10) Accountability, Responsibility and Authority

- 10.1 Although the Board has delegated authority to the Committee for the exercise of certain functions, as set out in these Terms of Reference, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens through the effective governance of the organisation.
- 10.2 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.
- 10.3 The requirements for the conduct of business as set out in the Health Board's Standing Orders are equally applicable to the operation of the Committee.
- 10.4 The Committee, through its Chair and members, shall work closely with the Board's other Committees including joint committees/Advisory Groups to provide advice and assurance to the Board through the:
- Joint planning and co-ordination of Board and Committee business; and
 - Sharing of information
- 10.5 In doing so, contributing to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the Board's overall risk and assurance arrangements.
- 10.6 The Committee shall embed the corporate goals and priorities, e.g. equality and human rights through the conduct of its business, and in doing and transacting its business shall seek assurance that adequate consideration has been given to the sustainable development principle and in meeting the requirements of the Well-being of Future Generations Act.
- 10.7 The Committee may investigate or have investigated any activity (clinical and non-clinical) within its terms of reference. It may seek relevant information from any:
- Employee - and all employees are directed to cooperate with any legitimate request made by the Committee.
 - Other committee, sub-committee or group set up by the Board to assist it in the delivery of its functions.
- 10.8 It may also obtain outside legal or other independent professional advice and secure the attendance of outsiders with relevant experience and expertise if it considers it necessary, in accordance with the Board's procurement, budgetary and other requirements.
- 10.9 It may consider and, where appropriate, approve on behalf of the Board any policy within the remit of the Committee's business.
- 10.10 It will review risks from the Board Assurance Framework and Corporate Risk Register that are assigned to the Committee by the Board and advise the Board on the appropriateness of the scoring and mitigating actions in place.

11) Review Date

- 11.1 These Terms of Reference and operating arrangements shall be reviewed on at least an annual basis by the Committee for approval by the Board.