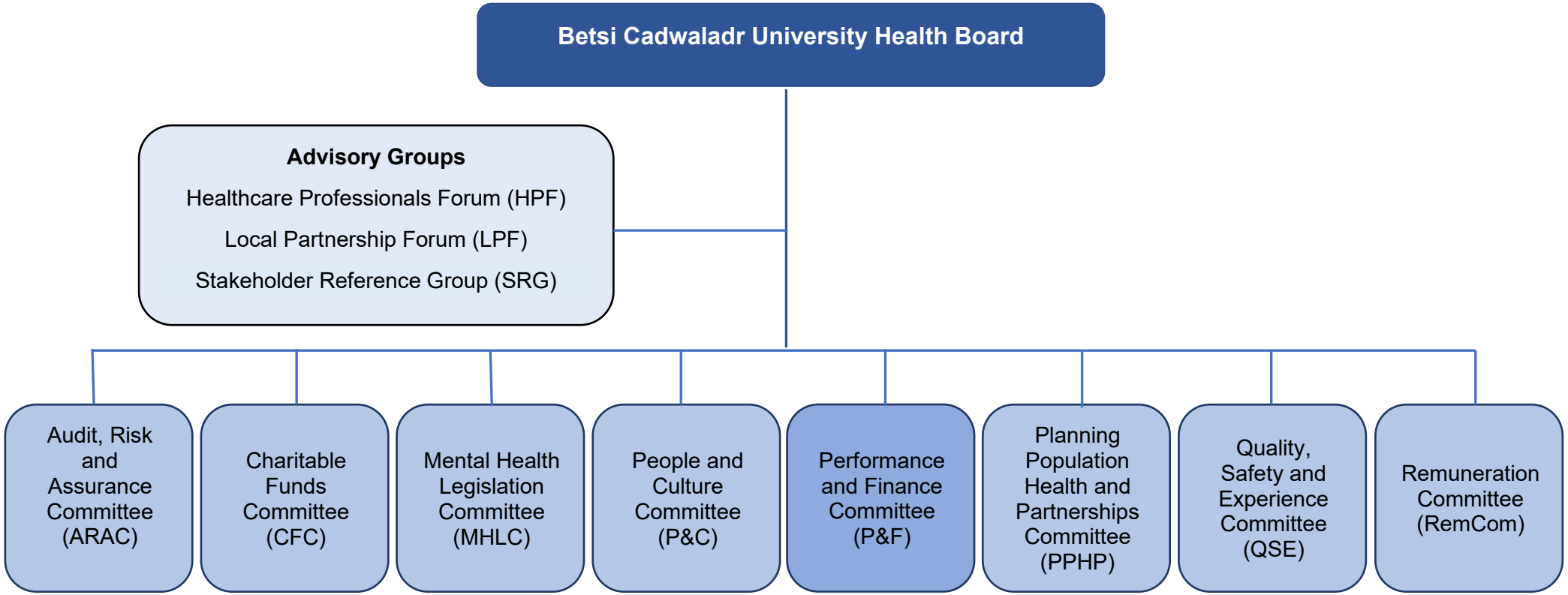
PEFORMANCE AND FINANCE COMMITTEE

Terms of Reference & Operating Arrangements

(Schedule 3.5 of the Standing Orders)

Date approved by Health Board: 24 September 2026



Version Control

Version	Issued to	Date	Comments
V0.1	Performance, Finance & Information Governance Committee	06.05.25	Endorsed for approval at the May Board
V1.0	Health Board	29.05.25	Approved at the Health Board Meeting
V1.1	Performance, Finance & Information Governance Committee	25.08.26	Endorsed for submission to the Board
V2.0	Health Board	24.09.26	Approved at the Health Board Meeting

TERMS OF REFERENCE

1 INTRODUCTION

1.1 The Betsi Cadwaladr University Health Board (BCUHB) Standing Orders provide that "The Board may and, where directed by the Welsh Government must, appoint Committees of the Board either to undertake specific functions on the Board's behalf or to provide advice and assurance to the Board in the exercise of its functions. The Board's commitment to openness and transparency in the conduct of all its business extends equally to the work carried out on its behalf by committees

1.2 In accordance with Standing Orders (and the BCUHB scheme of delegation), the Board shall nominate annually a committee to be known as the Performance and Finance Committee. The detailed terms of reference and operating arrangements set by the Board in respect of this committee are set in this document.

2 PURPOSE

The purpose of the Committee is to act on behalf of the Board to:

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, WG / local targets and performance reports.

2.4 Monitoring 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 principle 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.

3 DELEGATED POWERS

With regard to its role in acting on behalf of the Board, and in providing advice and assurance to the Board, the Performance and Finance Committee will comment specifically upon:

3.1 The Performance and Finance 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/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 and performance.

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 Integrated Medium Term 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.
- 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 around the implementation of accepted recommendations.

3.1.6 Seeking 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 in excess of £0.5m 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 Integrated Medium Term Plan (IMTP)
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 in excess of £0.5m.

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 Board (via the Executive Team) in relation to whether the Health Board should take on responsibility for certain GP Practices.

4 AUTHORITY

4.1 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; and
- Other committee, sub-committee or group set up by the Board to assist it in the delivery of its functions.

4.2 It may also obtain outside legal or other independent professional advice and to 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.

5 SUB-COMMITTEES

5.1 The Committee may, subject to the approval of the Health Board, establish sub-committees or task and finish groups to perform specific aspects of Committee business.

6 MEMBERSHIP

6.1 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)

6.2 The following should attend Committee meetings:

IN ATTENDANCE
Executive Director of Finance (Executive Lead)
Chief Operating Officer
Chief Digital and Information Officer
Director of Environment and Estates
Director of Corporate Governance

6.3 The attendance 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.

6.4 Other Directors/Officers will attend as required by the Committee Chair, as well as any others from within or outside the organisation whom the Committee considers should attend, taking into account the matters under consideration at each meeting.

7 COMMITTEE MEETINGS

7.1 Quorum

- A quorum shall consist of no less than two of the membership and must include as a minimum the Chair or Vice Chair of the Committee.

7.2 Frequency of meetings

- The Committee will meet bi-monthly and an annual schedule of meetings will be determined by the corporate calendar.

- 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.

7.3 Withdrawal of individuals in attendance

- The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

7.4 Meeting arrangements

- The agenda and papers will be distributed/published seven days in advance of the meeting.

- The Director of Corporate Governance is to hold an agenda setting meeting with the Chair and/or Vice Chair and the Executive Director of Finance at least six weeks before the meeting date.

- 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.

8 REPORTING AND ASSURANCE ARRANGEMENTS

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 information.

8.1 The Committee Chair, supported by the Committee Secretary, shall:

- Report formally, regularly and on a timely basis to the Board on the Committee's 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.

8.2 The Committee will undertake an annual review on the effectiveness of its arrangements and responsibilities. The Director of Corporate Governance will oversee this review.

9 RELATIONSHIP WITH THE BOARD AND ITS COMMITTEES/GROUPS

Although the Board has delegated authority to the Committee for the exercise of certain functions as set out within these Terms of Reference, it retains overall responsibility and accountability for these matters.

9.1 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these Terms of Reference.

9.2 The Committee, through its Chair and members, shall work closely with the Board's other committees, including joint (sub) committees and 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

In doing so, it will contribute 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.

9.3 The Committee will consider the assurance provided through the work of the Board's other committees and sub groups to meet its responsibilities for advising the Board on the adequacy of the Health Board's overall system of assurance.

9.4 The Committee shall embed the Health Board's corporate standards, priorities and requirements, e.g. equality and human rights through the conduct of its business.

10 APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

10.1 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, except in the following areas:
• Quorum

11 REVIEW

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.

12 CHAIR'S ACTION ON URGENT MATTERS

12.1 There may, occasionally, be circumstances where decisions which would normally be made by the Committee need to be taken between scheduled meetings. In these circumstances, the Committee Chair, supported by the Director of Corporate Governance as appropriate, may deal with the matter on behalf of the Board – after first consulting with **all** Members of the Committee. The Secretariat must ensure that any such action is formally recorded and reported to the next meeting of the Committee for consideration and ratification.

12.2 Chair's action may not be taken where the Chair has a personal or business interest in the urgent matter requiring decision.

DELEGATED AUTHORITY

Matter	Role	Escalation / Final Approval
Annual Discretionary Capital Programme	Recommend approval	Board
Capital Business Justification Cases > £500k	Recommend approval	Board / Welsh Government as required
Capital Schemes > £1m	Recommend approval	Board and Welsh Government [
Significant Variations to Approved Capital Schemes	Review and recommend	Board / Welsh Government as required
Asset Disposal > £250k purchase value	Approve	Delegated authority
Disposal of Land and Property (any value)	Recommend	Board and Welsh Government approval required
NHS and Non-NHS Contracts > £1m (outside framework arrangements)	Review and recommend	Board / Welsh Government as applicable
Major Contract Variations > £1m	Review and recommend	Board approval where required
Leases > £250k	Scrutiny and oversight	Executive Committee approval, reported to PFIG
Financial Elements of the IMTP	Recommend approval	Board
Major Financial Recovery Plans and Strategies	Recommend approval	Board
Information Governance Strategies and Frameworks	Recommend approval	Board where required
Special Payments, Compensation, Write-offs and Losses > £250k	Recommend in accordance with Scheme of Delegation	