

Schedule 3.6

BOARD COMMITTEE ARRANGEMENTS

This Schedule forms part of, and shall have effect as if incorporated in the University Health Board Standing Orders

PLANNING, PERFORMANCE & FINANCE COMMITTEE

Terms of Reference & Operating Arrangements

INTRODUCTION

The **Cwm Taf Morgannwg University Health Board's (CTMUHB) UHB's** 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".

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

CONSTITUTION AND PURPOSE

The Committee will allow appropriate scrutiny and review to a level of depth and detail not possible in Board meetings in respect of planning, performance and finance.

The Committee will ensure that evidence based and timely interventions are implemented to drive forward improved performance thereby allowing the Health Board to achieve the requirements and standards determined for the NHS in Wales, and as outlined within the Board's 3 Year Integrated Medium Term Plan.

SCOPE AND DUTIES

The Committee will; in response of its provision of advice and assurance:

Planning

- Monitor the process for the development of the IMTP
- Scrutinise strategic or major service plans
- Monitor and scrutinise the efficient prioritisation of capital schemes
- Scrutinise Capital Plans and Business Cases in accordance with the Scheme of Delegation
- Monitor the delivery of the Capital Programme;
- Ensure systems are in place to scrutinise business cases in line with authorised financial limits.

Performance

- Monitor in-year performance against the capital finance limit
- and activity targets that support the relevant metrics agreed by the Board
- Monitor overall performance against the UHB's IMTP;

Finance

- Monitor risk to financial delivery including mitigating actions to appropriately manage the risks;
- Robustly challenge and support progress against delivery of savings plans to achieve financial plans to ensure consideration of impact on services;
- Scrutinise investments in line with SFIs and the Scheme of Delegation prior to submission to Board for approval;
- Monitor activity and productivity including operational efficiency and effectiveness;
- Monitor delivery of financial plans and delivery of savings programmes.
- Scrutinise financial savings plans

The committee, in monitoring and scrutinising the above areas, will discuss and agree corrective action where necessary. This will include cost improvement and other productivity improvement programmes.

The Committee will monitor the development of appropriate Key Performance Indicators (KPIs) across all parts of the organisation.

Where necessary, the Committee will undertake detailed "deep dives" of specific areas. These reviews will be supported by appropriate benchmarking information to ensure all Cwm Taf Morgannwg services are striving to achieve "best in class" levels of performance.

DELEGATED POWERS

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 ensuring the quality and safety of healthcare for its citizens through the effective governance of its organisation.

The Committee has a key role in assisting the Board to fulfil its oversight responsibilities in areas such as the Health Board's Planning, Performance and Financial strategies to ensure it is operating appropriately and effectively.

AUTHORITY

The Committee is authorised by the Board to:

- investigate or have investigated any activity within its Terms of Reference and in performing these duties shall have the right, at all reasonable times, to inspect any books, records or documents of the CTMUHB. It can seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee;
- obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary, subject to the Board's budgetary and other requirements;
- by giving reasonable notice, require the attendance of any of the officers or employees and auditors of the Board at any meeting of the Committee.
- approve policies relevant to the business of the Committee as delegated by the Board.

MEMBERSHIP

~~Five Independent Members~~
Members:

A minimum of (4) members, comprising

Chair Independent Member of the Board

Vice Chair Independent Member of the Board

Members Two Independent Members of the Board (one of which should be a member of the Quality & Safety Committee).

Attendees:

~~The Chair and Chief Executive will attend meetings at their discretion.~~

- Executive Director of Planning, Performance & Partnerships (Executive Lead for the Committee)

- Executive Director of Finance & Procurement
- The Director of Governance / Board Secretary or representative will routinely attend meetings ensuring governance support and advice is available to the Committee Chair.

By Invitation:

- Other Directors / **Health Board Officers** may be invited to attend when the Committee is discussing areas of risk or operation that are the responsibility of that Director.
- The Committee may also co-opt additional independent external members from outside the organisation to provide specialist skills, knowledge and experience.

Secretariat

The Director of Governance / Board Secretary will determine the secretarial and support arrangements for the Committee.

Member Appointments

The membership of the Committee shall be determined by the Chair of the Board, taking account of 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.

Members shall be appointed for a maximum of 3 consecutive years before formally reviewing their role on the Committee. During this time a member may resign or be removed by the Board.

The Board shall ensure succession planning arrangements are in place.

Support to Committee Members

The Director of Governance / Board Secretary, on behalf of the Committee Chair, shall:

- Arrange the provision of advice and support to committee members on any aspect related to the conduct of their role, and
- Co-ordinate the provision of a programme of organisational development for committee members **as part of the overall Health Board's Organisational Development programme developed by the Executive Director of Workforce & Organisational Development**

COMMITTEE MEETINGS

QUORUM

A quorum shall be two Independent Members one of whom must be the Chair or in the absence of the Chair, the Vice Chair or an Independent Member who will be nominated to Chair the Committee.

CHAIR

~~An Independent Member shall chair meetings of the Finance, Performance & Workforce Committee.~~

ATTENDANCE

SECRETARIAT

~~The Director of Governance / Board Secretary will determine the secretarial and support arrangements for the Committee.~~

FREQUENCY OF MEETINGS

~~Meetings shall be held no less than four times a year, and otherwise as the Chair of the Committee deems necessary. Meetings shall be held on a monthly basis (apart from August and December).~~

~~The Committee will arrange meetings to fit in with key statutory requirements during the year consistent with the CTMUHB's annual plan of Board Business.~~

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.~~

Circulation of Papers

~~The Director of Governance / Board Secretary will ensure that all papers are distributed at least 7 calendar days in advance of the meeting.~~

REPORTING AND ASSURANCE ARRANGEMENTS

The Committee Chair shall:

- report formally, regularly and on a timely basis to the Board on the Committee's activities. ~~This includes verbal updates on activity and the submission of written highlight reports throughout the year; This includes verbal updates on activity, the submission of committee minutes and written reports.~~
- bring to the Board's specific attention any significant matters under consideration by the Committee;
- ensure appropriate escalation arrangements are in place to alert the Health Board Chair, Chief Executive or Chairs of other relevant committees of any urgent / critical matters that may affect the operation and / or reputation of the Health Board;

The Committee shall provide a written, annual report to the Board on its work in support of the Annual Governance Statement specifically commenting on the adequacy of the assurance arrangement, the extent to which risk management is comprehensively embedded throughout the organisation, the integration of governance arrangements and the appropriateness of self-assessment activity against relevant standards. The report will also record the results of the Committees self-assessment and evaluation.

The Board may also require the Committee Chair to report upon the activities at public meetings or to community partners and other stakeholders, where this is considered appropriate e.g. where the Committee's assurance role relates to a joint or shared responsibility.

The Director of Governance / Board Secretary, on behalf of the Board, shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation.

~~—Appropriate items to be forwarded to the Integrated Governance Committee through the Chair;~~

~~—Act in a structured way to escalate appropriate issues through the following stages:-~~

~~**Stage 1** — Discussion, Review and Reflection. The Committee addressing the issues and coming to a view. This is the Committee's everyday practice. In this stage the Committee will make known any concerns to the Executive Board.~~

~~**Stage 2** — Recovery Plan. The Committee requires the responsible Director to set out a plan and a profile to recover the performance and hit the target.~~

~~**Stage 3** – The Executive Board provides the Committee with the necessary assurance that the Recovery Plan is robust and achievable.~~

~~**Stage 4** – If the Recovery Plan is not delivered to target or the profile is missed, the Committee will require the Director to attend each meeting and account for the management of the issue until it is resolved. At this stage the Committee will refer its concerns to the Integrated Governance Committee.~~

~~**Stage 5** – Continued poor performance will be formally referred to the Chair and Chief Executive in order that the matter becomes a Board issue.~~

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 the safety, security and use of information to support the quality and safety of healthcare for its citizens through the effective governance of the Organisation.

The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.

The Committee, through its Chair and members, shall work closely with the Board's other 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, 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 framework.

The Committee shall embed the corporate goals and priorities 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.

~~The Board Secretary, on behalf of the Board, shall oversee a process of rigorous annual self-assessment and evaluation of the Committee's performance and operation. Appropriate items to be forwarded to the Integrated Governance Committee through the Chair.~~

~~A standard agenda must be used as the basis for discussion at each meeting of the Finance, Performance & Workforce Committee.~~

~~Minutes prepared following the Finance, Performance & Workforce Committee meetings shall be circulated to members within five working days and shall be retained by the Head of Governance / Board Secretary as a formal record of the decision making process for a period of seven years.~~

APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

The requirements for the conduct of business as set out in the CTMUHB Standing Orders are equally applicable to the operation of the Committee, except in the area relating to the Quorum.

CHAIR'S ACTION ON URGENT MATTERS

There may, occasionally, be circumstances where decisions which 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 one other Independent Members of the Committee. The Director of Corporate Governance must ensure that any such action is formally recorded and reported to the next meeting of the Committee for consideration and ratification.

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

REVIEW

These Terms of Reference shall be adopted by the Planning, Performance & Finance Committee at its first meeting and subject to review at least on an annual basis thereafter, with approval ratified by the Board.