

# **TERMS OF REFERENCE**

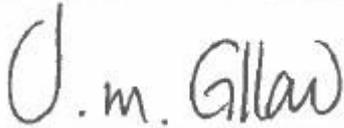
**for the**

**University Hospitals Dorset  
NHS Foundation Trust**

**Finance and Performance  
Committee**

## DOCUMENT DETAILS

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<b>Signed:</b>	
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<b>Approving Body/Committee:</b>	Board of Directors
<b>Chair:</b>	Judy Gillow, Interim Chair
<b>Signed:</b>	
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Date of Issue	Version No:	Next Review Date:	Date Approved:	Person responsible for Change	Nature of Change
March 2026	1	March 2027	[11 March 2026]	Director of Corporate Governance	New Terms of Reference template

## TERMS OF REFERENCE

<b>COMMITTEE NAME:</b>	<b>Finance and Performance Committee</b>
<b>PURPOSE (1.2):</b>	<p>The Finance and Performance Committee exists to support the Trust in achieving its strategic objectives: <i>See our patients sooner and use every NHS pound wisely.</i></p> <p>The Committee does so by providing focused assurance, scrutiny and advice to the Board on the planning, delivery and continuous improvement of the Trust’s financial and operational performance. In particular, the Committee contributes to and challenges the development of:</p> <ul style="list-style-type: none"> <li>• the Annual Operating Plan</li> <li>• Productivity and Efficiency Plan</li> <li>• Estates Strategy (Masterplan)</li> <li>• Sustainability Strategy (Green Plan)</li> <li>• Digital Strategy</li> <li>• Private Patients Strategy</li> </ul> <p>ensuring these plans are coherent, affordable, and deliverable and that they collectively advance the Trust’s mission and vision within the Dorset Integrated Care System.</p> <p>To fulfil this purpose, the Committee provides ongoing oversight of strategic initiatives and “breakthrough” objectives delegated to it by the Board, obtains assurance regarding implementation and outcomes against milestones, and monitors the key risks and interdependencies that could affect delivery, particularly those relating to the efficient use of resources (physical and financial), the realisation of post-merger and transformation benefits, and climate change mitigations.</p> <p>The Committee makes recommendations and escalates issues to the Board, in line with its delegated authority.</p>
<b>RESPONSIBILITIES (2.1):</b>	<p>The Committee is responsible for the following:</p> <p><b>Strategic Objectives and Breakthrough Initiatives</b></p> <ul style="list-style-type: none"> <li>• Receive annual confirmation of the breakthrough objectives and strategic initiatives delegated by the Board, and monitor delivery, identifying barriers and escalating issues as required.</li> </ul> <p><b>Statutory Requirements</b></p> <ul style="list-style-type: none"> <li>• Review the draft Annual Report and Accounts with the Audit Committee and recommend the final version to the Board following external audit.</li> </ul> <p><b>Financial Planning and Reporting</b></p> <ul style="list-style-type: none"> <li>• Review and recommend annual, medium-term and long-term financial plans, including capital investment, borrowing and financial risks.</li> </ul>

	<ul style="list-style-type: none"> <li>• Scrutinise revenue and capital budgets, tenders and business cases above delegated limits.</li> <li>• Monitor financial performance, variances, financial controls, cash flow, efficiency targets and capital programme delivery.</li> <li>• Review the quality and timeliness of financial, operational and analytical information.</li> </ul> <p><b>Operational Performance</b></p> <ul style="list-style-type: none"> <li>• Monitor performance against constitutional standards and NHS England requirements, including Care Group-level delivery, productivity and recovery plans.</li> </ul> <p><b>Capital and Estates</b></p> <ul style="list-style-type: none"> <li>• Review major capital business cases, monitor progress on approved schemes and provide oversight of the Estates Strategy and associated risks.</li> </ul> <p><b>Commercial, Procurement and Private Patients</b></p> <ul style="list-style-type: none"> <li>• Review the Private Patient Strategy and other commercial or partnership initiatives.</li> <li>• Oversee procurement strategy and related risks.</li> </ul> <p><b>Productivity and Merger Benefits</b></p> <ul style="list-style-type: none"> <li>• Obtain assurance on delivery of productivity, efficiency, transformation and post-merger integration benefits.</li> </ul> <p><b>Digital and Technology</b></p> <ul style="list-style-type: none"> <li>• Review the Digital Strategy</li> <li>• Monitor progress of digital and technology programmes, including cyber security and system resilience</li> <li>• Oversight of Artificial Intelligence (AI)</li> </ul> <p><b>Sustainability</b></p> <ul style="list-style-type: none"> <li>• Review and monitor delivery of the Sustainability Strategy (Green Plan) and climate-related commitments, including sustainability sections of the Annual Report.</li> </ul> <p><b>Integrated Care System and System-Level Reporting</b></p> <ul style="list-style-type: none"> <li>• Receive financial and relevant reports from the Dorset ICS and provider collaborative, assessing implications for the Trust.</li> </ul> <p><b>Risk Management</b></p> <ul style="list-style-type: none"> <li>• Review the Board Assurance Framework for risks within scope and monitor high-level risks (rated 12–25) and associated action plans.</li> </ul>
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<b>MEMBERS (3.1):</b>	<p>Membership of the Committee comprises:</p> <ul style="list-style-type: none"> <li>• <b>Four Non-Executive Directors</b> (including at least one with recent financial experience)</li> <li>• <b>Chief Digital Officer</b></li> </ul>	<b>STANDING ATTENDEES (3.2):</b>	<p>Standing attendees:</p> <ul style="list-style-type: none"> <li>• <b>Chief People Officer</b></li> <li>• <b>Deputy Chief Finance Officer</b></li> </ul>
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	<ul style="list-style-type: none"> <li>• Chief Finance Officer</li> <li>• Chief Operating Officer</li> <li>• Chief Strategy and Transformation Officer</li> </ul>			
<b>CHAIR (3.3):</b>	<b>Non-Executive Director</b> (not the Trust Chair or Audit Committee Chair)	<b>DEPUTY CHAIR (3.3):</b>	<b>Non-Executive Director Deputy Chair-Executive Director Deputy Chair</b> (not the Trust Chair or Audit Committee Chair)	<b>SECRETARY (5.5):</b> The Director of Corporate Governance or their nominee. An <b>Executive Assistant/Business Manager</b> will be responsible for preparing minutes and updating action log.
<b>MEETING TIMING (FREQUENCY AND DURATION) (5.1):</b>	Meetings are usually held <b>monthly</b> (not fewer than 10 times per year) with additional meetings scheduled as required.	<b>QUORUM (5.2)</b>	Meetings will be quorate if at least <b>three members</b> are present: <ul style="list-style-type: none"> <li>• two Non-Executive Directors-Executive Director</li> <li>• one Executive Director</li> </ul> If the Chief Finance Officer is absent, the Deputy CFO must attend.	
<b>ACCOUNTABLE TO: (the Accountable Group) (6)</b>	The Committee is accountable to the Board of Directors.	<b>REPORTING GROUPS (6.5):</b>	The Committee receives reports from sub-groups of the Trust Management Group and may refer issues to the Audit Committee, Quality Committee and People and Culture Committee.	

# UNIVERSITY HOSPITALS DORSET NHS FOUNDATION TRUST

## TERMS OF REFERENCE

### 1. PURPOSE

- 1.1 The Trust's vision is to positively transform its health and care services as part of the Dorset Integrated Care System. Its mission is to provide excellent healthcare for its patients and wider community and be a great place to work now and for future generations.
- 1.2 The purpose of the Committee and how it will achieve its purpose is as set out above.
- 1.3 The Committee has no executive powers other than those specifically delegated in these terms of reference.

### 2. RESPONSIBILITIES

- 2.1 The responsibilities of the Committee are set out above.

### 3. MEMBERSHIP/ ATTENDANCE

- 3.1 Membership of the Committee is set out above.
- 3.2 Standing attendees are set out above. In addition, other individuals may be invited to attend with agreement of the Chair (or in their absence the Deputy Chair).
- 3.3 The Committee will be chaired by the role holder above. A Deputy Chair may be nominated. In the absence of the Chair and/or an appointed Deputy Chair, the remaining members will elect another member present to chair the meeting (which, in the case of a Board committee will be a Non-Executive Director).
- 3.4 Subject to paragraph 3.2 above, only members of the Committee have the right to attend meetings. If a standing member is unable to attend, they may exceptionally send a deputy to the meeting (in the case of a Board Committee, a deputy will not have voting rights at the meeting). The Chair or other person chairing the meeting may ask any or all of those who attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.
- 3.5 Committee members should aim to attend all scheduled meetings but in any event are expected to attend a minimum of three quarters of all meetings. For the purposes of calculating attendance, a deputy attending on behalf of a member will not count towards the members' attendance. A record of members' attendance will be maintained.

### 4. AUTHORITY

- 4.1 The Committee is authorised to approve its governance cycle.
- 4.2 The Committee is authorised by the Board to investigate/review any activity within the Terms of Reference.

- 4.3 The Committee is authorised by the Board to obtain any external advice it requires to discharge its duties and to request the attendance of individuals and authorities from outside the Trust with relevant experience and expertise if it considers this necessary for or expedient to the exercise of its functions.
- 4.4 The Committee is authorised to obtain such internal information as is necessary and expedient to the fulfilment of its functions.

## **5. CONDUCT OF BUSINESS**

- 5.1 The Committee will normally meet at the frequency set out above and at such other times as the Chair will require.
- 5.2 Meetings of the Committee will be quorate if there are at least the members present set out above for a quorum.
- 5.3 If a meeting of the Committee is inquorate, then the meeting can progress if those present determine. However, no business will be transacted.
- 5.4 Meetings of the Committee will be called by the secretary at the request of the Chair. The secretary of the Committee will be as stated above.
- 5.5 The secretary (or their nominee) is responsible for preparing the agenda for agreement by the Committee Chair. The secretary (or their nominee) will collate and circulate papers to Committee members. Unless otherwise agreed by the Committee Chair, papers should be provided no less than seven working days before the meeting and the agenda and papers should be circulated no less than five working days before the meeting.
- 5.6 Under exceptional circumstances, in the case of emergency or urgency, items of business may be conducted outside of formal meetings. This should normally be agreed by the Committee in advance and carried out either by: Chair's action, calling an extraordinary meeting or reaching consensus on a decision by e-mail. Any decisions made in this manner must be formally ratified by the Committee at the next meeting.
- 5.7 Committee business may be transacted through virtual media (including, but not limited to video conferencing). At the start of each meeting taking place without all parties physically present, the Chair will be responsible for determining that the meeting is quorate.
- 5.8 Proceedings and decisions made will be recorded in the form of minutes, which will be submitted to the next meeting of the Committee for approval.

- 5.9 Members will be expected to conduct business in line with the Trust's values and objectives.

## **6. RELATIONSHIPS AND REPORTING**

- 6.1 The Committee will be accountable to the group set out above (the Accountable Group), to whom it will make recommendations in relation to issues that require decision or resolution.
- 6.2 The Committee will present a report summarising the proceedings of each of its meetings at the next meeting of the Accountable Group. For the avoidance of doubt, where practicable, this will be a written report, with a verbal update being provided as necessary.
- 6.4 The Committee may refer to the other groups specified above any matters requiring review or decision in such forum(s).
- 6.5 The Committee will receive reports from the Reporting Groups set out above.

## **7. MONITORING**

- 7.1 Attendance will be monitored at each Committee meeting. A matrix (see example at Appendix A) of membership attendees will be used for monitoring purposes.
- 7.2 The Trust's Annual Report will include attendance of members, frequency of meetings and whether meetings were quorate.
- 7.3 On an annual basis, the Committee will provide a self-assessment report to the Accountable Group detailing how the Committee has discharged its obligations as set out within its terms of reference, specifically incorporating an assessment of its effectiveness and making recommendations for improvement, where appropriate.

## **8. REVIEW**

- 8.1 These Terms of Reference will be reviewed annually or sooner if appropriate.
- 8.2 The position of the Chair of the Committee will be reviewed at least every three years.

**APPENDIX A**

**ATTENDANCE AT COMMITTEE MEETINGS**

<b>NAME OF [Amend as appropriate: COMMITTEE/</b>	[Insert name of Committee]											
<b>Present (include names of members present at the meeting)</b>	<b>Meeting Dates</b>											
<b>In Attendance</b>												
Was the meeting quorate? Y / N  (Please refer to Terms of Reference)												