NHS
Cornwall and
Isles of Scilly

Cornwall and Isles of Scilly Finance, Performance and Quality Committee

Terms of Reference

1. Introduction and purpose

1.1. The Cornwall and Isles of Scilly Finance, Performance and Quality Committee (the Committee) has been established by South West Peninsula Board to enable the NHS Cornwall and the Isles of Scilly Integrated Care Board to:

1.1.1. Oversee and seek assurance that NHS Cornwall and the Isles of Scilly is maximising value for money from the use of its public funding and delivering its performance targets set out in the Operational Plan for the year

1.1.2. Oversee and seek assurance that patients are receiving safe, high-quality and timely healthcare with equal access to services and seamless handovers between different parts of the Cornwall and Isles of Scilly system.

2. Responsibilities

2.1 The Committee shall be responsible for:

2.1.1 Seeking assurance around the arrangements for discharging, and implications of, NHS Cornwall and Isles of Scilly Integrated Care Board's responsibilities in relation to ensuring financial management achieves value for money, efficiency and effectiveness in the sustainable use of resources with a continuing focus on cost reduction, cost avoidance and achievement of efficiency targets (both financial and non-financial).

2.1.2 Seeking assurance around the arrangements for discharging, and implications of, NHS Cornwall and Isles of Scilly Integrated Care Board's responsibilities in respect of quality of care, access and outcomes.

2.1.3 Seeking assurance around the arrangements for discharging NHS Cornwall and Isles of Scilly Integrated Care Board's responsibilities in relation to securing continuous improvement in the quality of medical

services.

2.1.4 Monitoring and assessing NHS Cornwall and Isles of Scilly Integrated Care Board's Board Assurance Framework (BAF)

3. Membership

3.1 Members of the Committee shall be appointed by the South West Peninsula Board and cannot be varied without the agreement of that Board.

Chair & Deputy Chair

3.2 The Committee will be chaired by the Deputy Chair of NHS Cornwall and Isles of Scilly Integrated Care Board.

3.3 The Committee Chair will appoint a Deputy Chair from amongst the membership of the Committee. This must be a Non-Executive Member of the NHS Cornwall and Isles of Scilly and NHS Devon Integrated Care Board's (the Partner ICBs) Boards, who has the requisite skills and experience to act in that capacity.

3.4 The Committee Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these Terms of Reference, in line with the Standing Orders of the Partner ICB's Boards.

Membership

3.5 The membership of the Committee shall be constituted as follows:

- Deputy Chair, NHS Cornwall and Isles of Scilly Integrated Care Board (Committee Chair)
- Up to 2x Non-Executive Members, NHS Cornwall and Isles of Scilly and NHS Devon Cluster (one of whom will be the Deputy Chair of the Committee)
- Chief Executive Officer (CEO), NHS Cornwall and Isles of Scilly (until Cluster CEO confirmed, at which point they will be replaced by the Cluster CEO)

Other participants

3.6 Only members of the Committee have the right to attend and vote at Committee meetings; however, meetings of the Committee will also include the following participants who are not members:

- Company Secretary, NHS Cornwall and Isles of Scilly
- Director of Governance, NHS Devon
- Chief of Staff, NHS Cornwall and Isles of Scilly
- Chief Finance Officer, NHS Cornwall and Isles of Scilly
- Chief Nursing Officer and Chief Operating Officer, NHS Cornwall and Isles of Scilly

- Chief People Officer, NHS Cornwall and Isles of Scilly

3.7 Other attendees may be invited to attend all or part of any meeting as and when the Chair of the Committee considers they have expertise that would be relevant to the responsibilities of the Committee.

3.8 The Chair of 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.

Attendance

3.9 Members of the Committee may participate in meetings by telephone, video or by other electronic means where they are available and with the prior agreement of the Chair of the Committee. Participation by any of these means shall be deemed to constitute presence in person at the meeting. Members are expected to attend at least 75% of meetings during the year. Members and regular attendees are expected to attend at least 75% of meetings during the year, except where agreed by the Chair of the Committee.

Conflicts of Interest

3.10 Members' conflicts of interests to be held by their respective organisations and made available on organisations' websites.

3.11 All potential conflicts of interest pertinent to agenda items must be declared and recorded at the start of each meeting.

4. Quorum, Decisions and Voting

Quorum

4.1. The quorum for meetings of the Committee will be 2 members, both of whom should be Non-Executive Members

4.2. If any member of the Committee is unable to participate in an item on the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.

4.3. If the quorum has not been reached, then the meeting may proceed informally if those attending agree, but no decisions may be taken.

Decision Making and Voting

4.4. In line with the Standing Orders of each of the Partner ICBs, it is expected that decisions will be reached by consensus. Should this not be possible, each member of the Committee will have one vote, the process for which is set out below:

a) All members of the Committee who are present at the meeting will be eligible to cast one vote each. (For the sake of clarity, members of the Committee are set out at paragraph 3.5; attendees and observers do not have voting rights).

b) Absent members may not vote by proxy. Absence is defined as not being present at the time of the vote, but this does not preclude anyone attending by teleconference or other virtual mechanism from exercising their right to vote if eligible to do so.

c) A resolution will be passed if more votes are cast for the resolution than against it.

d) If an equal number of votes are cast for and against a resolution, then the Chair of the Committee (or in their absence, the Deputy Chair) will have a second and casting vote.

e) Should a vote be taken, the outcome of the vote, and any dissenting views, must be recorded in the minutes of the meeting.

f) At least 50% of the attending NEMs must vote to support any measure, where a vote is taken.

4.5. For urgent issues, the Chair of the Committee may call a meeting at a notice of 5 days, setting out the reason for the urgency and the issue to be addressed.

5. Ways of Working

5.1 All members of the Committee will have due regard to and operate within the Constitutions of the Partner ICBs, their Standing Orders, Standing Financial Instructions and other financial procedures.

5.2 Members of the Committee will abide by the 'Principles of Public Life' (The Nolan Principles) and the NHS Code of Conduct.

5.3 Members of the Committee must demonstrably consider the equality and diversity implications of decisions they make and consider whether any new resource allocation achieves positive change around inclusion, equality and diversity.

5.4 A Register of Interests will be reviewed at each Committee meeting. Those in attendance will be asked by the Chair of the Committee to declare any interests at the beginning of each meeting. If a member of the Committee feels compromised by any agenda item, they should declare a conflict of interest and agreement reached as the action to be taken as set out in the Partner ICBs' Conflicts of Interest Policy.

5.5 If necessary, the Committee may draw on third-party support to assist it in resolving any disputes, such as peer review or support from NHS England.

6. Reporting Arrangements

6.1 The Committee is accountable to the South West Peninsula Board and shall report after each meeting on how it has discharged its responsibilities.

6.2 The Committee shall undertake an annual self-assessment of its own performance against its annual programme of business, membership and Terms of Reference.

7. Meetings and Administration

Frequency of Meetings

7.1 The Committee will meet monthly.

7.2 The Chair of the Committee may ask Committee to convene further meetings to discuss particular issues they consider pertinent.

7.3 Arrangements and notice for calling meetings are set out in the Partner ICBs' Standing Orders.

7.4 Whilst in person attendance is expected at most meetings, when an urgent meeting is called members of the Committee may participate by telephone, video or by other electronic means where they are available and with the prior agreement of the Cluster Chair. Participation by any of these means shall be deemed to constitute presence in person at the meeting.

Publication of notices, minutes and papers

7.5 The Chair of the Committee shall see that an agenda listing the business to be conducted and supporting documentation, is published one week (or, in the case of a special meeting, two days) prior to the date of the meeting.

7.6 The proceedings and decisions taken by the Committee shall be recorded in minutes, and those minutes circulated in draft form within two weeks of the date of the meeting. The Committee shall confirm those minutes at its next meeting.

Administration

7.7 The Committee shall be supported by an administrator from within the Partner ICBs' Corporate Governance teams. Their duties in this respect will include:

a) Agreement of agendas with the Chair and attendees.
b) Preparation, collation and circulation of papers in good time.
c) Ensuring that those invited to each meeting attend, highlighting any

concerns to Chair (including interests of members that may conflict with an agenda item).

d) Taking the minutes and helping the Chair to prepare any necessary reports to the Partners' Boards.
e) Keeping a record of matters arising and issues to be carried forward.
f) Maintaining records of members' appointments and renewal dates.
g) Ensuring that action points are taken forward between meetings.
h) Ensuring that members receive the development and training they need.
i) Providing appropriate support to the Chair and members.

7.8 Following each meeting of the Committee, the administrator will also:

a) Maintain an attendance log and follow up as appropriate after each meeting to ensure the Committee adheres to the required frequency of attendance by members; and
b) Maintain a decisions log of reporting arrangements into each formal meeting of the Committee.

8. Review of Terms of Reference

8.1 These Terms of Reference will be reviewed at least annually and earlier if required. Any proposed amendments will be submitted to the Partner ICBs' Boards for approval.

Document Control

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Change Record

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