

Performance, Workforce and Finance Committee

Terms of Reference

1. Authority

- 1.1. The Performance, Workforce and Finance Committee (the Committee) is constituted as a standing committee of the Council of Governors. The Terms of Reference can only be amended with the approval of the Council of Governors.
- 1.2. The Council of Governors may commission work from the Committee within its scope, taking account of paragraph 5.4 of Annex 6 of the Constitution which states that “the Council of Governors shall not delegate to any committee any of the powers or responsibilities which are to be exercised by the Council of Governors.”
- 1.3. The Committee is authorised to secure the attendance of other Trust staff with relevant experience and expertise if it considers this necessary. External expert opinion may exceptionally be sought with the approval of the Council of Governors.

2. Purpose of Committee

- 2.1. The remit of the Committee is to consider, for the Council of Governors, matters concerning the performance of the Trust against key standards and how the Trust’s Board of Directors obtains assurance about this; matters concerning the planning and development of the Trust’s workforce and how the Trust’s Board of Directors obtains assurance about this; and matters concerning the Trust’s financial position and planning and how its Board of Directors obtains assurance about this.

3. Membership

- 3.1. The membership of the Committee shall be determined by the Chair of the Council of Governors from amongst those members of the Council of Governors who express an interest in joining it. The composition of the Committee should be considered in respect of required skills and experience and of ensuring an appropriate balance between public, staff and stakeholder governors as relevant to the work of the Committee.
- 3.2. Only members of the Council of Governors may be members of the Committee although other individuals may be invited to attend meetings and participate in the work of the Committee with the agreement of its membership as noted in paragraph 1.3 above.
- 3.3. The Chair of the Council of Governors may at any time suggest additional governors to join the Committee. The existing membership of the Committee is entitled to be consulted in advance of any additions to the membership.
- 3.4. The Committee will review its membership annually and may make recommendations at any time to the Chair of the Council of Governors for the addition or removal of governors from the Committee.

4. Attendance and Quorum

- 4.1. A governor chosen by the members of the Committee from amongst its membership shall act as chair of the Committee and shall preside over any meetings of the

Committee. If the chair is absent from the meeting or is absent temporarily on the grounds of a declared conflict of interest, a chair the governors that are present shall appoint, shall preside.

- 4.2. No business shall be transacted at a meeting unless at least three members of the Committee are present, at least two of whom should be public governors.
- 4.3. Meetings of the Committee should be attended by the designated Non-executive Directors, though they are not a member of the Committee and do not have a vote.
- 4.4. The chair of the Committee may request attendance by relevant staff at any meeting.
- 4.5. The Chair and Vice-Chair, if not members of the Committee, may choose to attend any meeting of the Committee.

5. Frequency of meetings

- 5.1. Meetings of the Committee should take place with a frequency to be agreed by its membership as appropriate to fulfil its agreed purpose.
- 5.2. The Chair of the Committee may at any time convene additional meetings of the Committee to consider business that requires urgent attention.
- 5.3. Meetings of the Performance, Workforce and Finance Committee shall be set at the start of the calendar year.

6. Specific Duties

- 6.1 The Performance, Workforce and Finance Committee shall:
 - Liaise with the office of the Chief Finance Officer regarding the development of the Trust Business Plan.
 - Work with the Audit Committee to prepare recommendations for the Council of Governors as required to fulfil the Council's statutory duties in relation to the appointment of the Trust's external auditors.
 - Consider specific issues in relation to Workforce, including matters related to the recruitment and retention of staff, as agreed with the Council of Governors in line with the Council's overall priorities, making relevant recommendations to the Council of Governors as required.
 - Undertake any other responsibilities as delegated by the Council of Governors.

7. Administrative Support

- 7.1. The Committee will be supported administratively by the office of the Head of Corporate Governance.
- 7.2. The agenda for meetings will be drawn up and circulated by the office of the Head of Corporate Governance in consultation with the chair of the Committee. Members of the Committee will be invited to submit items to be taken into account in preparing the agenda.
- 7.3. The minutes of the proceedings of a meeting shall be drawn up by the office of Head of Corporate Governance and submitted for agreement at the next ensuing meeting.

8. Accountability and Reporting arrangements

- 8.1. The Committee shall be directly accountable to the Council of Governors and will agree work priorities with the Council of Governors on an annual basis.

- 8.2. The Committee should provide a verbal update on its work to each meeting of the Council of Governors through a nominated member of the Committee. Written reports on specific areas of work should be provided as required by the Council of Governors.
- 8.3. The minutes of the Committee meetings shall be formally recorded and submitted to the next meeting of the Council of Governors following the production of the minutes.

9. Conflicts of Interest

- 9.1. If a governor is present at a meeting of the Committee and has an interest of any sort in any matter which is the subject of consideration, he shall at the meeting and as soon as practicable after its commencement disclose the fact. The Chair of the Committee shall determine whether the governor should take part in the consideration or discussion of the matter.

10. Monitoring Effectiveness and Compliance with Terms of Reference

- 10.1. The Committee will carry out an annual review of its effectiveness and provide an annual report to the Council on its work in discharging its responsibilities, delivering its objectives and complying with its terms of reference.

11. Review of Terms of Reference

- 11.1. The Terms of Reference of the Committee shall be reviewed at least annually by the Performance, Workforce and Finance Committee and approved by the Council of Governors.

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