

BSW, Dorset and Somerset ICBs Cluster

Joint Finance and Resources Committee – Terms of Reference (ToR)

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1. Introduction

- 1.1. The Joint Finance and Resources Committee (the Committee) is established by the BSW, Dorset and Somerset Integrated Care Boards (ICB), as a Committee of their respective Boards in accordance with each ICB's Constitution.
- 1.2. These Terms of Reference
 - set out the membership, remit, responsibilities and reporting arrangements of the Committee
 - are defined and agreed, and may be amended by, the respective ICB Boards in accordance with each ICB's Constitution and Scheme of Reservations and Delegations (SoRD)
 - are published on the BSW , Dorset and Somerset ICBs websites, as part of each ICB's Governance Handbook.

2. Responsibilities and duties

- 2.1 The Committee's purpose is to contribute to the overall delivery of the ICBs' objectives by providing oversight and assurance to the Boards on the development and delivery of a robust, viable and sustainable system financial plan. This includes oversight of the financial performance of the ICBs.

The Committee has no executive powers, other than those delegated in the SoRD and specified in these terms of reference.

- 2.2 The Committee's key responsibilities and duties are as follows:

Finance

- 2.2.1 To set the cluster's financial strategy. Provide oversight, and obtain assurance, that the strategy is delivered and achieves its aims and objectives.
- 2.2.2 To receive financial plans (annual, medium-term) and annual budgets, and recommend them to the ICB Boards for approval.
- 2.2.3 To provide oversight and assurance on the cluster ICBs' financial delivery against the Medium-Term Financial Plans and approved budgets. Regularly receive year-end forecasts and obtain assurance that deviations from plans will be addressed.
- 2.2.4 To scrutinise commissioning and contract activity in relation to financial performance against the Medium-Term Financial Plans, by seeking assurance from providers on activity undertaken to meet contracted outcomes, based on the activity levels within provider contracts.
- 2.2.5 To provide oversight and assurance on capital expenditure in line with the financial strategy and joint capital plans (with providers).

- 2.2.6 To receive regular reporting on activities that significantly impact on financial delivery, including but not limited to All Age Continuing Care, medicines management, key transformation programmes.
- 2.2.7 Approve and regularly review the ICBs' Scheme of Financial Delegations.

Procurement and Contracting

- 2.2.8 To provide assurance to the Cluster Board on investment decisions in line with the Scheme of Financial Delegations. Specifically:
- Support all contracts with a value exceeding £10m before formal authorisation and award.
 - Through review of reports from the Procurement and Contracting Oversight Groups, ensure that due process was undertaken for appointing a provider for contracts with a value exceeding £10m before recommendation to the Cluster Board for authorisation and award.

- 2.2.9 To seek assurance on the financial aspects of the Provider Selection Regime, in line with national guidance and the delegated financial limits.

The committee's remit is limited to assurance and scrutiny of the process, governance, and outcomes of the Provider Selection Regime, aligned to the financial strategy.

The Population Health and Commissioning Committee will have oversight of the Provider Selection Regime in relation to outcomes-based commissioning. The Strategic Finance and Resources Committee may meet with the Population Health and Commissioning Committee as required.

- 2.2.10 To receive a regular report from the Contracting and Procurement Oversight Group, to
- enable the Committee's comprehensive oversight of all material planned and executed decisions to commit spend,
 - enable the Committee's scrutiny of the contracts pipeline to ensure adherence to annual budgets and financial plans,
 - provide the Committee with assurance on all material planned and active procurement and contracting activity, including timely management of end of contract/retendering considerations,
 - provide the committee with sight of early warning indicators that may negatively impact.

Investments

- 2.2.11 To receive a regular report from the Investment Panel, to provide the committee with assurance on affordability of proposed investments.

Resources

- 2.2.12 To provide oversight and assurance on the cluster's people resources, including equality, diversity and inclusion, and people resources relating to transition and merger including related costs.
- 2.2.13 To provide oversight and assurance on digital resources in relation to the financial strategy.

The Audit Committees will retain oversight and assurance of governance and compliance pertaining to cyber security, information governance and data protection.

2.2.14 To provide oversight and assurance on estates and assets in relation to the financial strategy.

Risk

2.2.15 Regularly review strategic and principal operational risks (as held on the Board Assurance Framework/s (BAF) and Corporate Risk Register/s) which relate to finance, procurement and contracting.

2.2.16 Obtain assurance that these risks are appropriately managed, and assure the Cluster Board, and where required: the ICB Boards, thereof. If the Committee cannot assure the Cluster Board / the ICB Boards, it will make the Cluster Board / the ICB Boards aware of the fact and the reasons for it.

3. Authority

3.1 The Committee is authorised to

- Investigate any activity within its terms of reference;
- Seek any information it requires within its remit, from any employee of the ICBs or any member of each ICB Board;
- Commission reports required to help fulfil its obligations;
- Obtain independent professional advice and secure the attendance of advisors with relevant expertise to fulfil its functions. In doing so, the Committee must follow any procedures put in place by the respective ICB for obtaining professional advice;
- The committee is invested with the delegated authority to act on behalf of each ICB Board. The limit of such delegated authority is restricted to the areas outlined in the Responsibilities of the Committee;
- Create sub-groups of the Committee and determine the terms of reference of such sub-groups in accordance with each Board's Constitution, Standing Orders and SoRD. The Committee may not delegate any decision-making powers to such groups.
- Meet with the Population Health and Commissioning Committee and the Quality and Population Engagement Committee as required.

4. Accountability and Reporting

4.1 The Committee is accountable to the BSW ICB, Dorset ICB and Somerset ICB Boards.

4.2 After each meeting of the Committee, the Committee Chair reports to the Cluster Board about the business transacted, and any concerns that the Committee wishes to escalate.

4.3 Reporting will be through the form as specified by and agreed with the Cluster Board,

and may take the form of the Committee's minutes, exception or highlight reports, or dedicated reports produced by the Committee.

- 4.4 On behalf of the Committee, the Chair may also report about other issues and matters within the Committee's remit that in the Committee's view require the attention or decision-making of the Cluster Board or individual ICB Boards.
- 4.5 The Committee receives scheduled assurance reports from any sub-groups that it establishes, in a format that is determined by the Committee and enables it to obtain the assurances that it seeks.
- 4.6 A report will be written annually on the Committee's business during that year, and this will form part of the ICB's Annual Report.

5. Membership

- 5.1 The following are members of the Committee who have voting rights and decision-making powers:
 - 3 Non-Executive Directors, one of who will chair the committee
 - The Chief Executive Officer
 - The Chief Officer Strategic Finance and Resource
 - The Chief Officer for Population Health Improvement.
- 5.2 The following are regular attendees of the Committee. They will inform and advise the Committee, but have no voting rights or decision-making powers:
 - Non-Executive Chair of the cluster's in-common Audit Committees
 - 2 Place Non-Executive Directors

When determining the membership of the committee, active consideration will be made to diversity and equality.

Members are expected to make every effort to attend all committee meetings.

- 5.3 The Committee Chair may determine one of the other Non-Executive members of the Committee as deputy chair.
- 5.4 Only the above members and regular attendees of the Committee have the right to attend Committee meetings.
- 5.5 In addition, the Chair on behalf of the Committee may invite ad-hoc and, in view of agenda items, such individuals to Committee meetings as are considered necessary to enable the Committee's effective conduct of its business. Such additional attendees will only attend as requested and will not become regular attendees. They will not have a right to receive committee papers, and they will not have voting rights or decision-making powers.
- 5.6 The Committee Chair may ask any or all of those who normally attend Committee

meetings, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.

5.7 In the case of absences:

- a. In the absence of the Committee Chair and the Committee's deputy chair, the remaining members present determine one of their number as Chair of the meeting.
- b. Where a Committee member is unable to attend, they should ensure that a named and briefed deputy attends the meeting in their place. Such deputies will count towards the quorum.
- c. Where a regular attendee of the Committee is unable to attend a meeting, a suitable representative may be agreed with the Committee Chair.

6. Quorum

- 6.1 A quorum shall be 3 members, including one Non-Executive Director and one Chief Officer.
- 6.2 If any member of the Committee is disqualified from participating in an item on the agenda due to a declared conflict of interest, that individual no longer counts towards the quorum.
- 6.3 In the event of difficulty in relation to achievement of the quorum, independent Non-Executive Members who are not members of the committee may be co-opted as members for individual meetings. The Chair of the Audit Committee cannot be co-opted.
- 6.4 If the meeting becomes inquorate, and if members agree, the meeting may continue but cannot take decisions. Any decisions in principle must be ratified at the next quorate meeting of the Committee.

7. Meeting frequency and conduct

- 7.1 The Committee will normally meet monthly, and otherwise as required. Additional meetings may be convened on an exceptional basis at the discretion of the Committee Chair.

The ICB Boards, Cluster Chair or Cluster Chief Executive may ask the Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.

- 7.2 A meeting is constituted when members attend face-to-face, via telephone or video conferencing, any other electronic means, or through a combination of the above. Quoracy rules apply in any case. For the avoidance of doubt, this provision applies to and facilitates the Committee's decision making by email, should this be required to

expedite an urgent decision.

7.3 The Committee normally holds its meetings in private.

7.4 The Committee conducts its business in accordance with relevant codes of conduct, good governance practice, including the Nolan principles of public life, the Standards of Business Conduct Policies, Standing Financial Instructions, SoRD and other relevant policies / guidance on good and proper meeting conduct for NHS organisations.

7.5 All Committee members are bound by the Standing Orders and other relevant policies of each ICB. All members and those in attendance must declare any actual or potential conflicts of interest. This is recorded in the meeting minutes.

7.6 The Committee will apply each ICB's Standards of Business Conduct Policy with regards to the management of conflicts of interest. This means that the Chair will consider the exclusion of members and / or attendees from discussion and / or decision-making if individuals have a relevant material or perceived interest in a matter under consideration.

8. Decision making

8.1 Decisions are normally arrived at by consensus.

8.2 Where consensus cannot be reached, the Chair will move to a formal vote. The quoracy rules apply. Only members of the Committee may vote. Each member is allowed one vote, and a simple majority is conclusive on any matter. The Chair may have a casting vote if members are equally divided on an issue.

8.3 If a decision is urgent and cannot wait for the next scheduled meeting, and an extraordinary meeting is not appropriate or possible, the Chair may conduct business via email ('out-of-meeting decision'). The Secretariat will undertake the process on behalf of the Chair. The quoracy rules as set out in these Terms of Reference will apply. All out-of-meeting decisions will be formally reported to the Committee.

9. Equality, Diversity and Inclusion

9.1 Members must demonstrably consider the equality and diversity implications of decisions they make.

10. Secretariat and administration

10.1 The Secretariat for the Committee is provided by the Governance Team. The Secretariat will ensure that:

- a. The Committee's forward plan is maintained and kept current with the Chair and the relevant executive lead.

- b. Meeting agendas are agreed by the Chair with the support of the relevant executive lead, and meeting papers and materials are prepared and distributed in accordance with each ICBs Standing Orders.
- c. Members' and regular attendees' attendance at meetings is monitored, and the Chair is informed if members do not meet the minimum expectations re attendance.
- d. Records of members' appointments and renewal dates are up-to-date, and the Chair and the Board are prompted to renew membership and identify new members where necessary.
- e. Management of conflicts of interest including ensuring correct handling of declarations.
- f. Good quality minutes are taken in accordance with each ICBs Standing Orders and agreed with the Chair, and a record is kept of matters arising, action points and issues to be carried forward.
- g. The Chair is supported to prepare and deliver reports to each Board.
- h. The Committee is updated on pertinent issues/ areas of interest/ policy developments.
- i. Action points are taken forward between meetings, and progress against those actions is monitored.
- j. Governance advice is available and easily accessible for Committee members.

11. Review

11.1 The Committee will regularly review its performance, its membership and these terms of reference, and recommend to each ICB Board any amendments it considers necessary to ensure it continues to discharge its business effectively

Effective date: 11 May 2026

Review date: within 12 months of approval or earlier as required

Contact: bswicb.clustergovernance@nhs.net

Appendix 1: Revision History

Version	Date	Approved by	Type of changes
V1.0		BSW ICB Board Dorset ICB Board Somerset ICB Board	Approval of ToR and formal establishment of the Committee

Document control

The controlled copy of this document is maintained by the governance function for the BSW, Dorset and Somerset ICB cluster BSW ICB. Any copies of this document held outside of that area, in whatever format (e.g., paper, email attachment), are considered to have passed out of control and should be checked for currency and validity.

Appendix 2: Members and attendees

Members:

Three Non-Executive Directors:

Adrian White (Chair)

Suzannah Power

Christopher Foster

The Chief Executive Officer: Jonathan Higman

The Chief Officer Strategic Finance and Resource: Alison Henly

The Chief Officer for Population Health Improvement: Amanda Webb

Attendee:

The Chair of the cluster's in-common Audit Committees: Dan Worsley

Observers:

2 Place Non-Executive Directors:

Suresh Ariaratnam

Paul Fox

Associate NED: Karl Hoods