

The Finance and Performance Committee

Annual Report

Financial Year 1 April 2022 to 31 March 2023

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1 PERIOD COVERED BY THIS REPORT

This report covers the work of the Finance and Performance Committee for the financial year 1 April 2022 to 31 March 2023.

2 INTRODUCTION

The Finance and Performance Committee has powers delegated to it by the Board to seek high-level assurance on the controls and management in respect of performance reporting, emergency planning and resilience, financial governance and business and growth opportunities focusing on areas including: the financial data for submission to the Board; the financial plan; the procurement strategy; income contracts; the information technology and information governance strategies; the capital programme; estates strategy; and business planning.

This report covers the work the Committee has undertaken at the meetings held during 2022/23. It seeks to assure the Board on the work it has carried out and the assurances received, and to demonstrate that it has operated within its Terms of Reference. The Committee undertakes an annual effectiveness review (last done in March 2023) and the results of this are presented to the Committee for consideration.

The membership of the Finance and Performance Committee is currently made up of two non-executive directors; the Chief Financial Officer; the Chief Operating Officer; and the Director of People and Organisational Development whose attendance at meetings is dependent on the agenda items being discussed. The Committee is chaired by a non-executive director (NED), Cleveland Henry who took over as Chair from Sue White in April 2022. Sue White remained on the Committee as a member until the end of her term of appointment and her last meeting was the 27 September 2022. The Committee also has as one of its non-executive director members the Chair of the Audit Committee (Martin Wright) who provides independent financial expertise to the Committee. Kaneez Khan was a member of the Committee for the 22 November 2022 meeting only and has since moved to the Workforce Committee. This has left a temporary NED vacancy on the Committee.

Should the NED chair be unable to chair the meeting this role will fall to one of the other NEDs, but not the Chair of the Audit Committee. This allows the Chair of the Audit Committee to maintain a high degree of independence within the governance structure as required by the Audit Committee handbook. In exceptional cases such as a NED vacancy on the Committee, the Chair of the Audit Committee would be asked to chair the meeting if the NED chair was unavailable.

Further information about the membership of the Committee can be found in Section 6 below.

Secretariat support is provided by the Corporate Governance Team in relation to agenda planning, minutes and general meeting support.

3 ASSURANCE

The Committee receives assurance from the executive director members of the Committee and from the subject matter experts (key senior members of staff) who attend meetings on a regular basis. This includes the Assistant Director of Finance (now Deputy Director of Finance); the Chief Information Officer; and others who may be required to attend as necessary.

Assurance is provided through written reports, both regular and bespoke, through challenge by members of the Committee and by members seeking to validate the information provided through a wider knowledge of the organisation; specialist areas of expertise; attending Board of Directors', and Council of Governors' meetings; leadership visits; and talking to staff.

The Committee is assured that it has the correct membership to provide the right level and calibre of information and challenge and that the right reporting methods, structures and work plan are in place to provide oversight on behalf of the Board in respect of performance in the areas covered by its Terms of Reference.

Part of its assurance role is to receive the Board Assurance Framework (BAF); a primary assurance document for the Board. The BAF details the key controls in place to ensure that

the risks to achieving the strategic objectives are well managed. The BAF lists the committees that are responsible for receiving assurance in respect of the effectiveness of the controls. The Finance and Performance Committee is asked to note those where it is listed as an assurance receiver to confirm that it has received sufficient assurance through the reports presented to the Committee, or to commission further information where there is a lack of assurance (actual or perceived).

During 2022/23 the strategic risks, controls and assurances in the Board Assurance Framework were refreshed. This resulted in the BAF not going to the Finance and Performance Committee on its normal cycle. The refreshed BAF went to the January 2023 meeting and the Committee confirmed that it had received sufficient assurance in regard to those risks where it was named as an assurance receiver. In 2023/24 the Committee will recommence reviewing the BAF on a quarterly basis prior to it being presented to the Board of Directors.

4 TERMS OF REFERENCE FOR THE FINANCE AND PERFORMANCE COMMITTEE

In July 2022 the Terms of Reference for the Finance and Performance Committee were reviewed and it was agreed that they reflected the Committee appropriately.

5 MEETINGS OF THE COMMITTEE

In 2022/23 the Committee formally met on seven occasions and each of these meetings was held virtually. The dates on which the Committee met during the year are as follows:

- 26 April 2022
- 28 June 2022
- 25 July 2022
- 27 September 2022
- 22 November 2022
- 24 January 2023
- 28 March 2023

The Chair of the Committee agreed the agendas for each of the meetings and a full set of papers was circulated to members of the Committee within the agreed timescales. All actions pertaining to the meetings of the Committee were tracked on a cumulative action log and presented to each meeting by the Corporate Governance Team for assurance with progress made.

6 MEMBERSHIP OF THE COMMITTEE AND ATTENDANCE AT MEETINGS

The substantive membership of the Committee is made up of two non-executive directors; the Chief Financial Officer; and the Chief Operating Officer. The Committee is attended by a number of subject matter experts (as listed in the Terms of Reference). The table below shows the attendance of substantive members for the meetings that took place during 2022/23.

Attendance at the Committee meetings by substantive members

Key:

- ✓ shows attendance
- shows when apologies had been given by a member for a particular meeting
- shows when the individual was not eligible to attend the meeting
- Part B shows when a private part of the meeting for members only also took place
- ✓ shows attendance at the private part of the meeting only

Name	26 April 2022 - Part B	28 June 2022	25 July 2022 - Part B	27 Sept 2022 - Part B	22 Nov 2022 - Part B	24 January 2023 - Part B	28 March 2023 - Part B
Joanna Forster Adams (Chief Operating Officer)	✓	✓	✓	✓	✓	✓	✓
Dawn Hanwell (Chief Financial Officer & Deputy Chief Executive)	✓	✓	-	✓	✓	✓	✓
Cleveland Henry (Non-Executive Director)	✓	✓	✓	✓	✓	✓	✓
Kaneez Khan (Non-Executive Director)	■	■	■	■	✓	■	■
Darren Skinner (Director of People and Organisational Development) <i>attendance dependant on agenda items</i>	-	-	-	-	-	-	-
Sue White (Non-Executive Director)	✓	✓	✓	✓	■	■	■
Martin Wright (Non-Executive Director)	✓	✓	✓	✓	✓	✓	✓

The Committee is also attended by senior managers (subject matter experts); some attend on a regular basis (marked *) and other attend only when they have a specific paper to present or reason to attend (marked **). Attendance is shown in the following table.

Attendance at Finance and Performance Committee meetings by formal attendees

Name	26 April 2022 - Part B	28 June 2022	25 July 2022 - Part B	27 Sept 2022 - Part B	22 Nov 2022 - Part B	24 January 2023 - Part B	28 March 2023 - Part B
David Brewin, Assistant Director of Finance *	✓	✓	✓	✓	✓	✓	
Jonathan Campbell, Associate Director of Estates & Facilities *						✓	
Gerard Enright, Senior Finance Manager *	✓	-	-	-	✓	✓	✓
Bill Fawcett, Chief Information Officer *	✓	-	✓	✓	✓	-	✓
Cath Hill, Associate Director for Corporate Governance *	-	✓	✓	-	✓	✓	-
Emma Polhill, Clinical Contracts Manager *	✓	✓	✓	✓			
Jonathan Saxton, Deputy Director of Finance *						✓	✓
Tim Brazier, Managing Director of Thrive by Design **	✓					✓	✓
Philip Davies, Procurement Transformation Director **				✓		✓	
Keith Rowley, Managing Director of North of England Commercial Procurement Collaborative **	✓		✓	✓		✓	✓
Dave Sanderson, Transformation Director: Estates & Facilities **	✓	✓	✓	✓			

7 REPORTS MADE TO THE BOARD OF DIRECTORS

The Chair of the Finance and Performance Committee makes an assurance and escalation report regarding the most recent meeting of the Committee to the next available Board of Directors' meeting. The report seeks to assure the Board on the main items discussed by the Committee and allows an opportunity to escalate to the Board any matters of concern or urgent business which the Committee is unable to conclude. The Board may then decide to give direction to the Committee as to how the matter should be taken forward or it may agree that the Board deals with the matter itself.

Having received the reports from the Chair of the Committee there were no matters on which the Board asked for further update or clarification and it was assured that the Finance and Performance Committee was progressing matters appropriately.

Where the Board wants greater assurance on any matters that are within the remit of the Terms of Reference of the Committee the Board may ask for these to be looked at in greater detail by the Committee. In 2022/23 the Board did not delegate any matters to the Committee over and above its Terms of Reference.

Date of meeting	Report to Board by Chair
26 April 2022	19 May 2022
28 June 2022	28 July 2022
25 July 2022	28 July 2022
27 September 2022	29 September 2022
22 November 2022	24 November 2022
24 January 2023	26 January 2023
28 March 2023	30 March 2023

8 THE WORK OF THE COMMITTEE DURING 2022/23

During 2022/23 the Chair of the Finance and Performance Committee confirmed that the Committee has carried out its role in accordance with its Terms of Reference, which are attached at Appendix 1 for information. Further details of these areas of work can be found in the papers and public minutes of the Committee. Areas of work on which the Committee has received assurance during 2022/23 are set out below.

Financial performance and forecast out-turn:

- reviewed in detail the financial performance reports at each meeting
- reviewed the Trust's capital expenditure
- considered the effect of Covid-19 on the Trust's non-NHS contracted income and plans for the future
- received information on the financial performance of the West Yorkshire Integrated

Care Board

- received an update on the 2022/23 Final Plan Submission to NHS England / Improvement
- considered the final Operational Plan submission process and proposed organisational priorities for 2023/24
- received a briefing on the National Cost Collection and noted that the internal audit undertaken on the 2020/21 costing submission by Audit Yorkshire had resulted in a finding of substantial assurance
- received an update on the progress to date against the recommendations made as part of the costing assurance programme
- received an update on the 2022 NHS Pay Award
- considered and approved the revised Standing Financial Instructions
- received a detailed assurance piece on agency spending and the achievement of efficiency plans as per the new NHS System Oversight Framework.

Procurement:

- received an update on the Trust's Procurement Strategy and was assured that progress was being made
- received regular updates on the development of the Trust's procurement function.

Estates:

- received an update on progress with the current Estates Plan
- reviewed the quarterly Estates and Clinical Environments Report which provided updates on estates issues and outputs from the Estates Steering Group and Clinical Environments Group
- reviewed the latest version of the Trust's Green Plan ahead of Board.

Clinical Contracts:

- noted that the West Yorkshire Mental Health Learning Disabilities and Autism Committees in Common had formally agreed the Trust as the lead provider for the Complex Rehabilitation pathway
- noted that the Trust's bid in relation to the tender for Child and Adolescent Psychotherapist Training (currently delivered by the Northern School of Child and

Adolescent Psychotherapy) was successful

- received an update on the Perinatal Provider Collaborative and noted that the Trust had been named as the preferred coordinating provider for Perinatal Mental Health Services by the West Yorkshire Health and Care Partnership
- noted that a formal Learning Disability Provider Collaborative had been agreed by three West Yorkshire providers (Bradford District Care Trust, South West Yorkshire Foundation Trust, and LYPFT)
- received an update on contract negotiations for 2023/24.

Informatics

- received an update on progress being made against the main IT projects and received assurance that no major unmitigated risks currently existed that would impact the ICT Service to the Trust
- reviewed the Data Security and Protection Toolkit return and noted that Internal Audit had given a finding of substantial assurance and on this basis the Trust had claimed a 'standards met' outcome on the Toolkit
- reviewed the Cyber Security Dashboard which provided a clear indication of the status of each element of the "ten steps to cyber security" devised by the National Cyber Security Centre and was assured there were no unmitigated risks in this area
- received regular assurance reports and the Annual Report from the Information Governance Group
- received the Care Director Closure Report for information
- considered the Digital Plan in advance of it being presented to the Board.

Performance:

- regularly received the Chief Operating Officer report and considered the different factors affecting performance, including Covid-19 and the plans for the reset and recovery of Care Services, and received assurance on the actions taken to improve performance related issues
- received the Care Services Strategic Plan for 2023 – 2028 and supported the detail around the ambition and priorities
- sought assurance on demand and capacity issues relating to out of area placements and bed occupancy rates

- reviewed the acute patient flow and capacity position
- noted the plans being put in place to recover backlogs in the Attention Deficit Hyperactivity Disorder Service and the Leeds Autism Diagnostic Service
- received an update on the impact of the additional investment to support the Gender Identity Service reset plans and waiting list management
- received several updates on the recording of Cardiometabolic physical health checks within the Trust's inpatient wards, noted that the team were actively working towards compliance of this key performance indicator, and was assured that good progress was being made
- received the Winter Resilience and Operating Plan for 2022/23, noted the challenges likely to affect the Trust during this period and was assured that robust continuity plans were in place.

North of England Commercial Procurement Collaborative (NOE CPC):

- received a comprehensive report relating to actual and potential legal challenges and was assured that the risks were low, and that they were mitigated
- received regular updates on the retendering of the Category Towers (now referred to as the Target Operating Model)
- received an update on the changes which impacted the Collaborative Procurement Partnership
- received regular updates on the North of England Commercial Procurement Collaborative Hub and CPC Drive

Thrive by Design:

- reviewed the Thrive by Design business plan and budget for 2022/23 and was assured that good progress was being made
- received an update on the Trust's Digital Inclusion Strategy, developed by Thrive by Design, and supported the plan for the next 12 months.

Business Continuity:

- reviewed the Emergency Preparedness, Resilience and Response (EPRR) Annual Report which covered the period 1 April 2021 to 31 March 2022 and agreed to recommend that it was approved by the Board of Directors.

9 Conclusion

The Chair of the Finance and Performance Committee would like to assure the Board of Directors that the Committee has fulfilled its Terms of Reference during 2022/23 and has provided assurance to the Board in respect of performance reporting as well as financial governance focusing on areas including: the financial data for submission to the Board; the financial plan; the procurement strategy; income contracts; the information technology and information governance strategies; the capital programme; estates strategy; and business planning and growth opportunities.

It has added value by maintaining an open and professional relationship with officers of the Trust and has carried out its work diligently; discussed issues openly and robustly; and kept the Board of Directors apprised of any possible issues or risks.

Members of the Finance and Performance Committee would like to thank all those who have responded to its requests during the year and who have supported it in carrying out its duties.

April 2023

Cleveland Henry

Chair of the Finance and Performance Committee

Rose Cooper

Corporate Governance Officer

Finance and Performance Committee

Terms of Reference (approved by the Committee on 25 July 2022)

1 NAME OF GROUP

The name of this committee is the Finance and Performance Committee.

2 COMPOSITION OF THE GROUP

The members of the Committee and those who are required to attend are shown below together with their role in the operation of the Committee.

Members:

Title	Role in the Committee
Non-executive Director	Committee Chair
Non-executive Director	Additional non-executive member (see section 3) – Chair of the Audit Committee
Non-executive Director	Additional non-executive member (see section 3) – Deputy Chair, they must not also be the Chair of the Audit Committee
Chief Financial Officer	Executive lead for financial resources within the Trust. Assurance and escalation provider to the Finance and Performance Committee.
Chief Operating Officer	Executive Director with responsibility for the oversight and delivery and development of Care Services. Assurance and escalation provider to the Finance and Performance Committee.
Director of People and Organisational Development	Executive lead for workforce development. Assurance and escalation provider to the Finance and Performance Committee. Attendance at meetings will be dependent on the agenda items being discussed.

Attendees

The Finance and Performance Committee may also invite other members of Trust staff, its non-executive directors, and partners to attend to provide advice and support for specific items from its work plan when these are discussed in the Committee's meetings.

These could include, but are not exhaustive to, the following individuals:

- Managing Director North of England Commercial Procurement Collaborative
- Director of Thrive by Design (previously mHabitat)
- Chief Information Officer
- Assistant Director of Finance
- Head of Facilities
- Associate Director for Corporate Governance.

Non-executive directors are also welcome to observe Board sub-committee meetings that they are not a member of as part of their development.

2.1 Governor Observers

The role of a governor at Board sub-committee meetings is to observe the work of the Committee, rather than to be part of its work as they are not part of the formal membership of the Committee. The governor observes Board sub-committee meetings in order to get a better understanding of the work of the Trust and to observe non-executive directors appropriately challenging the executive directors for the operational performance of the Trust.

At the meeting the governor observer(s) will be required to declare any interest they may have in respect of any of the items to be discussed (even though they are not formally part of the discussion). The Chair of the Committee has the right to request any present governor be excused from the room if it is deemed appropriate. Governor observers will be invited to the meeting by the Corporate Governance Team and will be provided with the papers on the day of the meeting.

2.2 Associate Non-executive Directors

Associate Non-executive Directors will be invited to attend Board sub-committee meetings as part of their induction. They will be in attendance at the meeting, in the capacity of observer only, unless invited to contribute (in exceptional circumstances) by the Chair. This is so the accountability of the substantive members of the Committee is maintained.

Associate NEDs will be invited to meetings by the Corporate Governance Team and will be sent copies of the meeting papers.

3 QUORACY

Number: The minimum number of members for a meeting to be quorate is two, providing one of those members at the meeting is a non-executive director. Attendees do not count towards this number. If the Chair is unable to attend the meeting, and if otherwise quorate, the meeting will be chaired by the Deputy Chair.

Deputies Members may nominate deputies to represent them at the Committee on an exceptional basis. Deputies do not count towards quoracy.

Non-quorate meeting: Non-quorate meetings may go forward unless there has been an instruction from the Chair not to proceed with the meeting. Any decisions made by the non-quorate meeting must be reviewed at the next quorate meeting.

Alternate chair: The unique character of Board sub-committees is that they are chaired by a non-executive director. If the Chair cannot attend this meeting another non-executive director would chair this Committee. However, if one of the other non-executive directors that is a member of this Committee is also the Chair of the Trust's Audit Committee then they are not eligible to chair this Committee. This is in keeping with best practice to ensure that the Chair of the Audit Committee is seen to be suitably independent. In this circumstance the other non-executive director who is a member of this meeting would be the Deputy Chair for this Committee.

4 MEETINGS OF THE GROUP

Meetings may be held face-to-face or remotely as is considered appropriate. Remote meetings may involve the use of the telephone and / or electronic conference facilities.

Frequency: The Finance and Performance Committee will meet up to eight times a year or as agreed by the Committee. The Committee will meet following the NHS Improvement quarter close downs. There will be up to another four meetings scheduled each financial year which will be deemed as strategic meetings as opposed to operational reporting.

Administrative support: The Corporate Governance Team will provide secretariat support to the Committee.

Minutes: Draft minutes will be sent to the Chair for review and approval within seven working days of the meeting.

Papers: Papers for the meeting will be distributed electronically by the Corporate Governance Team seven working days prior to the meeting. Papers received after this date will only be included if decided upon by the Chair.

5 AUTHORITY

Establishment: The Finance and Performance Committee is a sub-committee of the Board of Directors and has been formally established by the Board of Directors.

Powers: Its powers, in addition to the powers vested in the executive members in their own right, are detailed in the Trust's Scheme of Delegation.

Cessation: The Finance and Performance Committee is a standing committee in that its responsibilities and purpose are not time limited. However, the Committee has a responsibility to review its effectiveness annually and on the basis of this review and if agreed by a majority of members the Chair may seek Board authority to end the Finance and Performance Committee's operation.

In addition, the Trust should periodically review its governance structure for continuing effectiveness and as a result of such a review the Board may seek the winding up of the Finance and Performance Committee.

6 ROLE OF THE GROUP

6.1 Purpose of the Group

The principle purpose of the Finance and Performance Committee is to provide the Board with assurance on financial governance and performance; strategic matters in relation to procurement, estates, information technology and information management; performance against CQUINS; clinical activity and key performance indicators.

6.2 Guiding principles for members (and attendees) when carrying out the duties of the Finance and Performance Committee

In carrying out their duties members of the Committee and any attendees of the Committee must ensure that they act in accordance with the values of the Trust, which are:

- we have integrity
- we are caring
- we keep it simple.

6.3 Duties of the Finance and Performance Committee

The Finance and Performance Committee has the following duties.

- i. General governance duties

- ratify plans, policies and procedures relevant to the remit of the Committee, this includes approval of the Trust's Financial Procedure and the Standing Financial Instructions prior to the Board of Directors ratifying them
- develop a forward plan for the work of the Committee that ensures proper oversight and consideration of all mandatory and statutory declarations is scheduled into the business of the Committee
- to review the Board Assurance Framework to ensure that the Board of Directors receives assurances that effective controls are in place to manage strategic risks related to any area of the Finance and Performance Committee's responsibilities.

ii. Financial governance

Receiving assurance that:

- the Trust has high standards of financial management and that financial systems and procedures promote the efficient and economical conduct of business and safeguard financial propriety and regularity throughout
- financial considerations are fully taken into account in decisions within the Trust and that there is effective management of financial and operational business risks in the organisation
- the Trust is reviewing the impact of any issues that may affect mandatory and regulatory financial duties operationally
- the Trust is complying with the Licence holder's duty to operate efficiently, economically and effectively and has effective financial decision-making, management and control in place.

iii. Procurement

Receiving assurance that:

- the Trust's Procurement Plan is driving reductions in all non-pay expenditure and progressing as originally intended
- operational reports are reviewed regarding compliance with effective procurement procedures with lessons learnt being implemented
- the Trust has a system to minimise the risk of Standing Financial Instruction and EU Procurement Law breaches for all Trust non-pay expenditure.

iv. Financial strategy

- review the detailed medium term financial plans as part of the annual Strategic Plan, prior to ratification by the Board of Directors and onward submission to NHS Improvement
- scrutinise the quarterly financial reports to NHS Improvement and provide assurance to the Board of Directors on the continuity of

services rating, to ensure compliance with the Risk Assessment Framework

- review and monitor the financial impact and achievement of cost improvement plans.

Receiving assurance:

- regarding the Trust's contracting performance and the robustness of information provided to document activity
- on the on-going development of Payment by Results tariff system and processes within the Trust to ensure that these are effective and will be deployed meeting national targets and mandatory guidance.

v. IT and information governance

Receiving assurance:

- that the Trust's Health Informatics Plan is progressing as originally intended
- Chair's reports from the Information Governance Group.

vi. Capital and estates

Receiving assurance that:

- the Trust's Strategic Estates Plan is progressing as originally intended
- actions related to the Trust's capital programme are being taken forward operationally and advising the Board of Directions of issues that needed to be escalated
- action is being taken operationally relating to the Trust's estate from regulatory and statutory bodies and in respect to sustainability.

vii. Performance

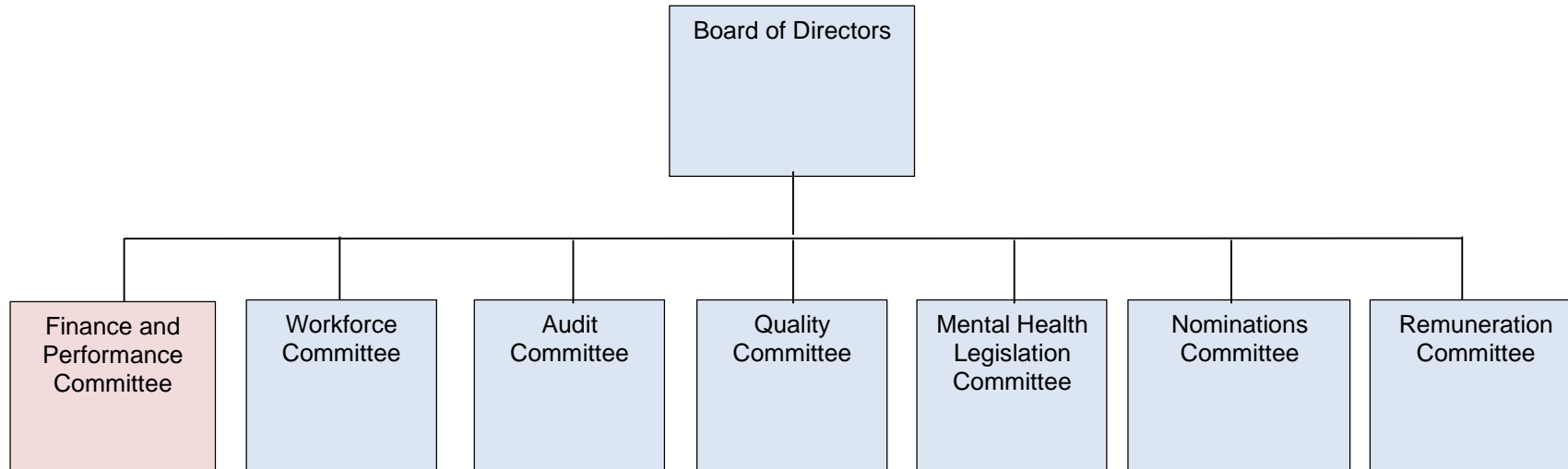
Receiving assurance on the Trust's performance against:

- annual budgets, capital plans, and the Cost Improvement Programme
- quality, innovation, productivity, and prevention plans
- commissioning for quality and innovation plans (CQUIN)
- clinical activity and key performance indicators.

viii. Internal Audit

- The Committee will also review the draft Internal Audit Annual work plan so it can be assured on the sufficiency of the work the Auditors will carry out in respect of matters pertaining to the duties of the Committee. Assurance on the plan's sufficiency (or comments on any matters that should be included) will be provided to the Audit Committee to allow it to approve the overall plan.

7 Links with Other Committees



The Finance and Performance Committee does not have any sub-committees. It is linked to the Information Governance Group as an assurance receiver. The Finance and Performance Committee provides a route of escalation for this group to the Board of Directors. Although this does not preclude any other group being asked to provide assurance.

Reporting:

The Finance and Performance Committee will receive an assurance report from the Information Governance Group.

An assurance and escalation report will be made to the Board of Directors by the Chair of the Committee.

Links with operational processes

The Finance and Performance Committee will receive high level reports from operational functions such as estates, informatics, and the North of England NHS Commercial Procurement Collaborative.

In addition to this, operational groups within the Chief Financial Officer's portfolio will report any significant governance implications by way of highlight reports into the Finance and Performance Committee. Groups dealing with the following areas have thus far been identified:

- Information Steering Group
- Estates Steering Group
- Financial Planning Group
- Procurement Strategy Steering Group
- Emergency, Preparedness, Resilience and Response Group.

8 DUTIES OF THE CHAIR

The Chair of the Committee shall be responsible for:

- agreeing the agenda with the Chief Financial Officer and Chief Operating Officer
- directing the conduct of the meeting ensuring it operates in accordance with the Trust's values whilst ensuring all attendees have an opportunity to contribute to the discussion
- giving direction to the secretariat and checking the minutes
- ensuring the agenda is balanced and discussions are productive
- ensuring sufficient information is presented to the Board of Directors in respect of the work of the Committee.

In the event of there being a dispute between any 'groups' in the hierarchy (in the case of this Board sub-committee, this would be between the Board and the Finance and Performance Committee and, in recognition of the nature of matrix working between the work of all Board sub-committees, the Finance and Performance Committee and any other Board sub-committee) it will be for the chairs of those 'groups' to ensure there is an agreed process for resolution; that the dispute is reported back to the 'groups' concerned; and that when a resolution is

proposed regarding the outcome this is also reported back to the 'groups' concerned for agreement.

9 REVIEW OF THE TERMS OF REFERENCE AND EFFECTIVENESS

The terms of reference shall be reviewed by the Committee at least annually, and then presented to the Board of Directors for ratification, where there has been a change. The Chair must ensure the Committee carries out an annual assessment of how effectively it is carrying out its duties and make a report to the Board of Directors including any recommendations for improvement.

Schedule of Deputies

Committee Member	Deputy
NED Chair	Another NED who is not the chair of the Audit Committee (as chair)
NED member	Another NED
NED member	Another NED
Chief Financial Officer	Assistant Director of Finance
Chief Operating Officer	Deputy Chief Operating Officer