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Finance, Risk, Digital / IT and IG Committee
Terms of Reference (TOR)

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Finance, Risk, Digital/IT and IG Committee

1. Purposes of the Committee

Financial, risk and information governance (IG) is a responsibility of the BrisDoc Combined Corporate Board. In addition, BrisDoc's digital and IT programmes are a key enabler in the provision of BrisDoc's clinical and patient care services, and represent a significant investment in time and resources of the company. The overall purpose of this Committee is to assist and provide assurance to the Board in its duty to supervise the broad direction of the company's financial affairs, including corporate risk assessment and management, its digital/IT programmes and information governance, ensuring the voice and views of Co-Owners are incorporated appropriately into the work of the Committee.

2. The work and responsibilities of the Committee

Review/overview matters

To review and maintain an overview of the following:

Financial

- Financial performance, including the cash position, reserves policy and reserves levels.
- Business plans, budgets, management accounts, business cases and financial forecasts, including annual organisational pay awards.
- As and when necessary, changes to the company's financial policies to ensure compliance with best practice and current legislation and guidance, commenting upon proposed changes.
- Banking arrangements.
- Reviewing and monitoring any significant financial commitments proposed or made by the company, including any commitments recommended by other committees and approved by the Board.
- Agreeing with the external auditors, before the audit commences, the nature and scope of the audit.
- Having at least one meeting each year, or part thereof, with the external auditors, with or without management present, as appropriate, in order to discuss matters arising from the audit, including the recommendations in the annual management letter.
- Reporting to the Board on review or audit matters.
- Maintaining an overview of the service activity models to ensure consistency and to provide assurance on critical assumptions.
- Considering the adequacy of forecasting models used in relation to financial and operational performance.
- Monitoring and reviewing the use, operation and impact of the Community Fund.
- Reviewing proposals for any staff bonuses and advising on their affordability.
- Seeking assurance on mitigations for financial and operational risks from contracting and planning with commissioners.

Digital/IT programmes and IT governance

- Digital/IT service delivery performance, including trends, risks, issues and benefits to patients/service users.
- Reviewing Cyber Security developments to assure the Board that the organisation is protected from future threats.
- Monitoring the delivery of the Digital/IT Change Programme and/or IT Strategy and Roadmap, to confirm they have delivered benefits and that learning has been built into future projects.
- Reviewing the organisation's information governance strategy and framework and confirming compliance with national standards and best practice.
- Reviewing the Senior Information Risk Officer's annual report.
- Providing a focal point for the resolution and/or discussion of Information Governance issues.
- Monitoring reviews/audits relating to information governance and adherence/development to relevant standards.
- Reporting to the Board on information governance review or audit matters.

Risk

- All relevant corporate risks as they relate to the remit of the committee (finance, operational performance, digital/IT, IT governance and related transformation/change programmes).
- Reporting to the Board on matters of major corporate risk or changes to corporate risk levels.

Recommendations

To recommend to the Board:

- The [re]appointment of the external auditor, the audit fee and any questions of resignation or dismissal of the external auditor.
- The approval of the draft Directors' Annual Report and the annual review or audited financial statements, along with approval or otherwise of any matters arising from the external auditor's letter of representation for signature by the CEO and Chair of the Board.
- The suitability of the financial implications of any business proposals made by the executive management.
- Any required changes to the Company's financial policies to ensure compliance with best practice and current corporate or financial legislation and guidance.
- Decisions on the acquisition or disposal of any investments owned by the company, including cash deposit funds placed for more than 190 days.
- Decisions in respect of the Company's annual (or otherwise) review of staff/contractor remuneration levels and/or benefits, and any significant changes to the financial aspects of such, providing these are within agreed budget limits.

- Decisions in respect of the affordability and allocation of the Company's staff bonus and organisational contribution to the Community Fund.
- Changes to the banking arrangements, including signatory limits.
- Changes to the Corporate Risk Assessment and Management Framework relating to emerging risks and existing entries/risk levels within its remit for the executive to consider.
- Approval or changes to digital/IT service delivery performance plans or service levels, Cyber Security risks or threats.
- Approval of the organisational Information Governance strategy and framework.
- Approval of the organisation's Data Protection Policy and related privacy policies.
- Approval of the Senior Information Risk Officer's Annual Report.

Delegated powers

The exercise of the following delegated powers must be recorded in the Committee minutes and reported to the Board:

- Opening and closure of new current or savings accounts.
- Changes to the personnel named in the Company's bank mandates, or the limits or arrangements therein.
- Approval of intra-budgetary transfers.
- Approval of extra-budgetary transfers, in line with the scheme of delegation in the Company's financial procedures.
- Decisions on acquisition or disposal of investments owned by the Company.

General financial and digital/IT matters

- Acting as a financial sounding board and source of advice to the Chief Executive Officer and Commercial and Finance Director.
- Acting as a digital/IT and IT governance sounding board and source of advice to the Programme and Service Director.
- When requested by the Board, undertaking tasks that are within the Committee's terms of reference.
- Keeping a watching brief and providing advice, where appropriate, on potential and actual financial opportunities and threats, and digital/IT opportunities, threats and risks.

Co-owners Council engagement

The Committee will maintain a clear channel of communication with the Co-Owners Council, so that both parties are able to share information and consult one another as appropriate, and so that Co-Owners are appropriately involved in the Committee's decision-making. The key conduit for this communication, sharing, consultation and involvement is via the appointment of an Employee Director (or nominated member of the Co-Owners Council) as a member of the Committee.

The Chair of the Committee will also maintain regular contact with the Employee Director (or nominated member of the Co-Owners Council) to ensure they are kept updated on key discussions, issues and decisions. In addition, each Committee meeting will include a standing agenda item inviting the Employee Director (or Co-Owner Council member) to provide feedback on how the meeting went, supporting effective co-owner engagement.

3 The operation of the Finance, Risk and Digital/IT Committee

Membership

The committee membership will include the following 6 members as follows:

- the lead non-exec director on financial matters, who will chair the Committee;
- one other non-executive director;
- one Employee Director (or nominated member of the Co-Owners Council);
- Chief Executive Officer;
- Commercial and Finance Director;
- Director/Head of Data, Digital and Technology (and Senior Information Risk Officer).

Other members of the Combined Company Board or other members of the Strategic Leadership Team are entitled and encouraged to attend Committee meetings. These directors, senior leaders and other colleagues may also be invited to attend certain meetings, dependent on the subjects being discussed.

Meeting frequency

The Committee will arrange at least four meeting dates each year, which will be held by tele- or video-conference or in-person, and normally two to three weeks before full Board meetings. Other meetings may be arranged should the Committee members or the Board consider it necessary.

Quoracy

The quorum for the committee will be three members including at least one non-executive director as chair of the committee and One member of the senior leadership team.

The chair may suspend decision-making on any item, if the specific representation pertaining to that item is not deemed adequate.

Meeting secretariat

The Commercial and Finance Director will be the primary contact for the Committee and whose Team will provide secretarial servicing for the Committee, with support from the EA to the Chief Executive Officer, as required. The Chief Executive Officer and Commercial and Finance Director will be expected to attend Committee meetings.

Decision-making

Decisions are ultimately the responsibility of the Committee members, but in reaching their decisions and recommendations they will, so far as possible, take account of the views of the other directors, senior leaders/managers and any advisors. In the event that a vote is required on any matter or decisions, then the Committee Chair will have the casting vote.

Review

The Committee shall, at least once every two years, review its own performance and terms of reference to ensure it is operating effectively and recommend any changes it considers necessary to the Board for approval.

4. Reporting and accountability to the Board

Agendas and minutes of meetings will be circulated to all Combined Corporate Board Directors and Strategic Leadership Team members. The Committee Chair, or another nominated committee member, will report to the Board on its meetings.

Version Control

Version	Date	Author	Changes Overview
V1.0	09/06/2026	SLT	Initial TOR