



## **R&R Delivery Authority Ltd (the 'Company')**

### **Finance Committee**

#### **Terms of Reference**

##### **1. CONSTITUTION**

- 1.1 The Finance Committee ('the Committee') shall be constituted as a standing Committee of the Company's Board ('the Board') on the terms as set out below.
- 1.2 The Committee shall meet at least once a year and thereafter on an ad hoc basis when the Board considers there are matters within the remit of the Committee which require its consideration to support the Board's decision making

##### **2. MEMBERSHIP**

- 2.1 The Committee shall have a minimum of three members, a majority of whom shall be non-executive directors and shall include the CEO of the Company.
- 2.2 Membership of the Committee, including the Committee Chair (who shall be a non-executive director), shall be agreed by the Chair of the Company's Board in consultation with the Nominations and Remuneration Committee. A list of current members is annexed to these terms of reference. This Annex may be updated from time to time without the need to amend these Terms of Reference.

##### **3. ATTENDANCE (NON-VOTING)**

- 3.1 The Chief Financial Officer and the General Counsel, or their nominees, shall attend meetings of the Committee.
- 3.2 Other Non-Executive and Executive Directors may attend the meeting at the invitation of the Committee Chair. These Directors attend in an observer capacity and do not have voting rights.
- 3.3 A representative from the secretariat of the Company shall attend meetings of the Committee.

##### **4. TERM**

- 4.1 A member's appointment to the Committee shall run concurrently with their term of office as director of the Company. Any appointment as a member of the Committee shall automatically cease when they cease to be a director of the Company.

##### **5. QUORUM AND VOTING**

- 5.1 The quorum shall be three members, the majority of which shall be non-executive directors. Only members of the Committee shall count for the quorum and the Committee has no authority to make decisions at a meeting unless a quorum is present.
- 5.2 The Committee Chair may nominate a deputy to act in their capacity. The deputy will have the same authority as the Committee Chair in such circumstances. In the absence of the Committee Chair, the remaining non-executive members shall elect one of themselves to chair the meeting.



Decisions at Committee meetings shall be made by a majority vote, and each Committee member shall be entitled to one vote. In the event of equality of votes at a meeting the Committee Chair shall have a casting vote.

## **6. INTERESTS**

- 6.1 If a Committee member has a pecuniary, personal or family interest, whether that interest is actual, potential or perceived and whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered by the Committee, the member shall disclose that interest as soon as he/she becomes aware of it. The member shall then be excluded from any discussion or consideration of the matter in respect of which he/she has disclosed an interest.

## **7. PURPOSE, REMIT and AUTHORITY**

### **7.1 Advisory Authority**

The principle purpose of the Committee is to advise on financial matters and budgeting to assist the Board in its decision making. The Committee's primary focus shall be on the annual budget and business plan. The Committee may also advise on:

- financial performance, including business planning, budgeting and cashflow management;
- delivery of Value for Money initiatives and savings realisation activities;
- financial strategy and policy; and
- recommendations to the Board on any area within the Committee's remit where action or improvement is needed.

The Committee may be required by the Board to advise on, assist, make recommendations to and report to the Board to facilitate the Board's consideration of the following matters:

### **7.2 Financial Strategy and Policy**

The Company's financial planning processes and associated annual calendar, particularly in relation to how they align to the requirements of the Corporate Officers.

### **7.3 Financial Management and Business Planning**

The effectiveness of corporate and programme financial performance, which may include the following:

- a) in year financial performance, including confirmation that budgeted and agreed scope is being delivered to cost and schedule and that savings targets are being met;
- b) the use of in year contingency drawdowns;
- c) business planning (including the planning and delivery of the annual business plan), quarterly forecasts and updates to the Annual Estimate;
- d) requests for cash in excess of budget for the current year and any revisions that may give rise to a potential request for a Supplementary Estimate; and
- e) the assumptions and programme/project milestone schedules that inform the Cost Estimates for the Outline Business Case (OBC), both base cost and risk and contingency requirements and approving (or recommending approval by the Board of) these estimates for inclusion in the OBC.



The Committee is authorised to instruct the procurement of reports, evidence and advice from third parties on any matter pertaining to its remit under this terms of reference.

## **8. ADMINISTRATION**

### **8.1 Meetings**

Meetings of the Committee shall be called by the Company on behalf of the Committee chair, by notice served on the members of the Committee.

The notice of each Committee meeting, with the agenda and any supporting papers, shall normally be circulated no later than 5 working days before the meeting.

Late papers may be circulated prior to or tabled at a Committee meeting, subject to the prior approval of the Committee Chair.

Committee meetings may be held in person or by suitable electronic means as agreed by the Chair and the members.

The business of the Committee may be conducted by correspondence where required.

### **8.2 Minutes**

The Company shall minute the proceedings of the Committee meetings, which shall be circulated to the members of the Committee, and following approval by the Committee Chair, to the Board.

### **8.3 Reporting**

Following a meeting the Committee Chair shall provide an oral update to the Board at its next meeting. The Committee minutes shall be made available to the Board.

### **8.4 Equality and Inclusion**

In carrying out its functions, the Committee shall give due regard to the principle of equal opportunity for all people, taking proper consideration of relevant policies of the Company.

### **8.5 Effectiveness Review**

The Committee members shall contribute to the annual review of governance effectiveness, which shall be reported to the Board.

**(Approved by the Board on 24/07/2023)**



### **Annex to Finance Committee Terms of Reference**

The membership and standing attendance (non-voting) of the Committee shall be as follows:

#### **Members**

<b>Name</b>	<b>Position</b>
Mike Brown CBE MVO	Company & Committee Chair
Anne McMeel	Non-Executive Director
David Goldstone CBE	Chief Executive

#### **Standing Attendees (non-voting)**

<b>Name</b>	<b>Position</b>
Tanya Coff	Chief Financial Officer
Jane Mee	General Counsel