

Wessex SDE Strategic Investment Committee (SIC)

CONSTITUTION AND TERMS OF REFERENCE

Version 1.4

Status: DRAFT FOR BOARD REVIEW AND SRO APPROVAL

Version history

#	Date	Author	Reviewer	Changes
1.1	12/11/25	Michael Tabirade (Programme Advisor) and Mark Heffernan (Operations and Partnerships Lead) based on initial advice and work from Luke Robinson (Programme Advisor) and Rajeev Bhattacharyya (Programme Advisor)	Prof Christopher Kipps (SDE SRO)	Updates after initial review with Chris Kipps (SRO).
1.2	17/11/25	Mark Heffernan (Operations and Partnerships Lead)	Luke Robinson (Programme Advisor)	Updated with advice from SRO to add Wessex Health Partners to SIC.
1.3	05/12/25	Ralph Scott (Communications & PPIE Lead)	Mark Heffernan (Operations and Partnerships Lead) & Luke Robinson (Programme Advisor)	Edited and updated with additional clauses to align with UHS governance and NHS good practice and reflect feedback
1.4	10/12/25	Ralph Scott (Communications & PPIE Lead)	Prof Christopher Kipps (SDE SRO)	Revision to 4.1.3 to ensure appropriate level of due diligence.

1 Introduction

- 1.1 The Strategic Investment Committee (SIC) supports the governance of the Wessex Secure Data Environment (SDE) by providing structured advice, scrutiny and recommendations on prioritisation and oversight of investments that enable the delivery of approved SDE objectives and operational sustainability.
- 1.2 The SIC operates as the formal forum in which the SRO receives advice on investment decisions. It provides assurance that the SRO's decisions are informed by the legal, governance and strategic requirements of the Wessex SDE.
- 1.3 The SIC also provides oversight of the investment lifecycle for all programme and operational investments above £75,000, advising the SRO on funding allocations, business cases, and performance against approved investment plans. It provides assurance on the delivery of approved investments until the point at which responsibility for ongoing management transfers to the appropriate operational teams, in accordance with applicable UHS governance arrangements.

2 Purpose & objectives

- 2.1 The purpose of the SIC is to provide the formal forum in which the SRO is provided with expert advice and recommendations on major programme and operational investment decisions for the Wessex SDE.
- 2.2 The SIC provides specialist oversight, advice, and assurance across the SDE investment lifecycle, with the following objectives:
 - 2.2.1 Major SDE investment proposals above £75,000 are considered within an appropriate strategic, financial, and operational context, with decisions taken transparently and in a manner that reflects, and balances, public and SDE priorities and supports public trust;
 - 2.2.2 Annual SDE investment plans reflect agreed priorities and performance measures and provide a coherent basis for major investment decision-making;
 - 2.2.3 A portfolio of major SDE investments is clearly defined, effectively tracked and its performance monitored across both the SDE programme and SDE operations;
 - 2.2.4 Approved investments are delivered effectively, realise expected benefits and contribute to overall SDE performance;
 - 2.2.5 Investment-related risks, issues, and implications are identified, understood and escalated appropriately to support safe, transparent, and well-governed decision-making; and,
 - 2.2.6 Strengthening the assurance the SRO and the Wessex SDE provide to the NHS Research SDE Network Board and the UHS Research & Development Steering Group (UHS RDSG).

2.3 The SIC will provide reports to the Wessex SDE Board to support assurance on investment activity, noting that the SRO retains the right to take any investment decision with or without SIC or Board advice.

3 Scope & governance

3.1 The SIC is constituted as the formal forum in which the SRO receives advice and takes investment decisions for the Wessex SDE on programme and operational investments above £75,000. Committee members other than the SRO do not hold financial or decision-making authority; they provide advice and recommendations to support the SRO's decision-making and the SDE Board's assurance role.

3.2 The SRO chairs the SIC. The SIC may only meet and be quorate when the SRO is present. Any investment decision taken during a SIC meeting is a decision of the SRO and not of the Committee. Such decisions will be documented by the Secretariat and reported to the SDE Board, ordinarily for noting or, where the SRO considers it appropriate, for assurance before implementation, and will be formally noted in the minutes of the next SIC meeting.

3.3 Where the SRO takes an investment decision outside a meeting, the decision will be documented by the Secretariat, formally noted at the next SIC meeting and reported to the SDE Board for noting or, where the SRO considers it appropriate, for assurance before implementation.

3.4 Risks and issues arising through the SIC will be identified, recorded, assessed, and escalated in accordance with the SDE Risks and Issues Policy and the University Hospital Southampton NHS Foundation Trust (UHS) Risk Management Policy. Relevant risks will be entered into the Wessex SDE Operational Risk Register and escalated through the following routes:

- 3.4.1 Operational or financial issues that materially affect delivery or exceed agreed risk tolerance will be escalated through the appropriate UHS governance routes and reported to the Operational SLT and the SDE Board.
- 3.4.2 Risks assessed at a score of 15 or above under the SDE Risks and Issues Policy will be referred to the Operational SLT for review and onward escalation to the SDE Board as appropriate.
- 3.4.3 Urgent matters requiring action between meetings must be raised with the SRO, with simultaneous notification to the Secretariat to ensure appropriate governance handling, and to the Operations Director to provide operational context and alignment. Any resulting decision taken by the SRO will be documented by the Secretariat, reported to the SIC retrospectively, and recorded at the next meeting.
- 3.4.4 Any investment proposal or investment-related risk or issue considered by the SIC must identify the approved SDE objectives or performance measures it supports or affects. Where a proposal materially affects delivery of a specific objective, this must be explicitly stated in the SIC report to the SDE Board.

3.5 All investment decisions taken by the SRO under this Terms of Reference are subject to UHS Standing Financial Instructions, Standing Orders, the Scheme of Delegation, procurement and contracting rules, and all associated financial control and audit requirements. SIC advice and recommendations must support compliance with these requirements. Nothing in this Terms of

Reference permits the SRO to commit UHS to expenditure, contracts, or liabilities beyond delegated authority.

3.6 As the Wessex SDE does not operate its own Legal, HR, Procurement or other corporate functions, any investment decision with legal, workforce, contractual or procurement implications must follow UHS policies and corporate governance processes and must be routed through the appropriate UHS teams for advice and approval.

4 Responsibilities

4.1 The responsibilities of the SIC are to:

- 4.1.1 Act as the formal forum in which the SRO receives advice on investment decisions for the Wessex SDE on proposals above £75,000.
- 4.1.2 Provide oversight of the annual investment plan, including the prioritisation of proposed investments, and advise the SRO on alignment with approved SDE objectives and performance measures.
- 4.1.3 Provide assurance that investment proposals brought for SRO decision are robust, well-evidenced and aligned with the legal, governance and strategic requirements of the Wessex SDE, and that they have been subject to appropriate due diligence, including the use of an appropriate framework.
- 4.1.4 Support the SRO and the SDE Board by ensuring that investment decisions demonstrate value for money, financial sustainability and clear benefits to health and care, research, and innovation outcomes, in line with public expectations.
- 4.1.5 Ensure that investment proposals include defined tolerances for time, cost, scope and benefits, and that these tolerances are reviewed and agreed at the point of SRO decision.
- 4.1.6 Define and oversee the SIC Investment Portfolio, determining which strategic SDE investments over £75,000 require SIC oversight and which should be passed to the SLT for ongoing operational management.
- 4.1.7 Provide advice to the SRO to ensure that investment-related risks and issues are identified, recorded and assessed in accordance with the SDE Risks and Issues Policy and the UHS Risk Management Policy, and that such risks are referred to the SLT for management in the Wessex SDE Operational Risk Register.
- 4.1.8 Monitor the delivery and performance of approved investments within the SIC Investment Portfolio, agreed tolerances and identify any variances that materially affect delivery, cost, risk or expected benefits.
- 4.1.9 Where an investment moves outside agreed tolerances, require the investment owner to provide an exception report and recovery plan, and advise the SRO on the adequacy of proposed remedial actions.
- 4.1.10 Advise the SRO where a project should be paused, stopped or re-baselined because it has moved outside the approved budget, scope, contingency or delivery

tolerances, recognising that continuation beyond these limits requires explicit SRO approval.

- 4.1.11 Support transparency and public confidence by ensuring that investment advice, scrutiny and recommendations are recorded and reported in accordance with the Wessex SDE Transparency Policy (SDE_POL_003) and relevant UHS information governance requirements.
- 4.1.12 Consider equality, diversity, and inclusion implications in relation to SDE investments and advise the SRO accordingly to support compliance with the Public Sector Equality Duty.
- 4.1.13 Promote effective engagement with partners, industry, and academic stakeholders to support co-investment and knowledge exchange opportunities across Wessex and nationally.

5 Transparency

- 5.1 In line with the public sector transparency expectations, the SIC will contribute to the SDE's commitment to publish key governance documents (e.g. Terms of Reference, organograms, and summary papers) once approved by the SRO. Any publication will be managed through the Communications and PPIE Lead, ensuring that information is accurate, accessible, and consistent with confidentiality and commercial sensitivity policies.

6 Membership

- 6.1 The SIC's core membership will include representatives with expertise in programme and operational finance, investment appraisal, operational delivery, and research strategy, ensuring that investment activity is reviewed from multiple perspectives. The full membership composition is set out in Appendix 1.
- 6.2 Additional individuals from UHS, the University of Southampton, Wessex regional partners, or other organisations, including external consultants or advisors with relevant expertise, may attend SIC meetings by invitation of the SRO as Chair to provide specialist advice. These individuals are not core members and do not count toward quorum.
- 6.3 Members are responsible for:
 - 6.3.1 Reviewing and commenting on investment proposals, business cases and other papers requiring SIC scrutiny ahead of meetings;
 - 6.3.2 Ensuring that advice and recommendations are evidence-based and aligned with approved SDE objectives, performance measures, investment, criteria, and the Wessex SDE's Core Values and Strategic Research Priorities, which have been co-designed with patients and the public;
 - 6.3.3 Declaring any conflict of interest in accordance with UHS policy; and,
 - 6.3.4 Attending meetings consistently to ensure quorum and continuity.
- 6.4 All members have completed a Declaration of Interest and Confidentiality Agreement

7 Administration of meetings

7.1 Secretariat support to the SIC will be provided by UHS RDSG. The Secretariat is responsible for the administrative and governance functions of the SIC and will:

- 7.1.1 Provide administrative and governance support to the SIC, including scheduling meetings, issuing invitations, preparing draft agendas for agreement with the SRO, coordinating paper collation, and ensuring papers are circulated at least seven days in advance;
- 7.1.2 Maintain a SIC Forward Plan to ensure required items of business are scheduled in a timely manner;
- 7.1.3 Maintain a SIC Investment Portfolio Tracker covering all programme and operational investments above £75,000 across the NHS investment lifecycle. The Tracker provides the official record of SIC recommendations and SRO decisions, cross-referenced with relevant risks, issues and approved SDE objectives, and records required follow-up actions.
- 7.1.4 Produce and maintain accurate minutes as the formal record of each SIC meeting, and prepare SDE Board Reports in line with agreed reporting requirements;
- 7.1.5 Manage written procedures, including circulation of papers, collation of responses and recording of outcomes;
- 7.1.6 Record and maintain documentation of any investment decisions taken by the SRO outside meetings, ensuring these are noted at the next SIC meeting and reported to the SDE Board; and,
- 7.1.7 Store and retain all SIC documentation in accordance with UHS information governance, transparency, and records-management requirements.

7.2 The SIC will meet quarterly, or more frequently if required. Meetings will be scheduled by the Secretariat in consultation with the SRO.

7.3 A standard agenda may include:

- **Welcome and apologies** – Note attendance and confirm the meeting is quorate.
- **Minutes and SRO decisions** (previous minutes; Secretariat record of SRO decisions since last meeting) – Approve the minutes and formally note any investment decisions taken by the SRO outside the meeting.
- **Strategic and operational context update** (brief contextual update or verbal report) – Receive material updates relevant to SDE delivery, risks, or investment planning.
- **Investment items and business cases** (business case papers; appraisal packs; early-stage proposals requiring advice) – Review business cases and investment items for SIC advice ahead of SRO determination or requiring early input.
- **SIC Investment Portfolio performance and assurance review** (SIC Investment Portfolio Tracker) – Review progress on recommendations, decisions, and portfolio delivery, including identification and discussion of key risks and issues.

- **Forward plan and future business** (Forward Plan extract) – Review upcoming SIC business, expected investment items and future agenda planning.
- **Preparation of SDE Board Report** – Confirm the key points and decisions to be included in the report to the SDE Board through the SRO.
- **Any other business**
- **Next meeting and close**

7.4 Meetings are quorate only when the SRO, as Chair, is present together with more than 50 per cent of core voting members. Substitutes may count towards quorum where they have been formally authorised by the SRO as Chair in advance of the meeting. Observers do not count towards quorum. All voting members must be present for the full duration of any agenda item in which they participate.

7.5 Any member with a potential or perceived conflict of interest in relation to an investment proposal must declare it in advance of discussion. The SRO as Chair will determine whether the member should withdraw from that item. Declarations and actions will be recorded in the meeting minutes.

7.6 Between meetings, the SIC may agree recommendations by written procedure. Written procedures will be managed by the Secretariat and circulated to core members for comment or agreement. Any recommendation reached in this way will be tabled for confirmation and minuted at the next SIC meeting.

7.7 Investment decisions taken outside a meeting by the SRO will be documented by the Secretariat, formally noted at the next SIC meeting, and reported to the SDE Board in accordance with Section 3.

7.8 Members of the SIC will seek consensus in advising the SRO. Where consensus is not possible, the formal advice to the SRO will reflect the majority view and record any differing or minority opinions. The SRO may request a vote to establish the balance of views within the Committee; the SRO, as Chair, is non-voting.

7.9 The SIC will produce the following outputs after each meeting, coordinated by the Secretariat:

- 7.9.1 **Minutes:** A full and accurate record of discussions, rationales, recommendations, and any investment decisions taken by the SRO. All recommendations, rationales and supporting evidence will be formally minuted. The approved minutes will constitute the formal public-record output of the SIC in line with transparency requirements;
- 7.9.2 **SIC Investment Portfolio Tracker:** Recording the status of all programme and operational investment projects over £75,000; and,
- 7.9.3 **SDE Board Report:** A concise report submitted to the SDE Board through the SRO within ten working days of each meeting, summarising:
 - The SRO's decisions and matters for noting;
 - Any items for further review or assurance where requested by the SRO;

- Updates on the investment pipeline and financial planning; and,
- Any matters requiring onward escalation.

7.10 Following each meeting, the Secretariat will submit the approved minutes and the report of key discussions and SRO decisions to the SDE Board through the SRO. Where appropriate, the Secretariat will also share the minutes and relevant outputs with the Operational SLT to support delivery alignment, and with the UHS RDSG to support integration with wider research finance and assurance frameworks.

7.11 All documentation will be retained in accordance with UHS data governance and information management policies. Records will be stored within approved SDE repositories (e.g. NHS Futures) to ensure transparency, traceability, and compliance with information governance requirements.

8 **Review**

8.1 These Terms of Reference will be reviewed annually or as required by the SRO as Chair, in consultation with the SDE Board, and Operational SLT, to ensure continued relevance to the operating model, governance framework, and funding arrangements.

8.2 These Terms of Reference, including all appendices, may be amended at any time with the approval of the SRO. The Secretariat may submit factual updates, including changes to membership, for SRO approval between annual reviews. All approved amendments will be reported to the SDE Board for noting and assurance.

Appendix 1 (SIC Membership)

Member	Current post-holder	Organisation
Senior Responsible Officer (Chair)	Prof. Christopher Kipps, Senior Responsible Officer; accountable for SDE strategy, governance, and all investment decisions	UHS
Wessex Health Partners Representative	Christine McGrath, Managing Director, Wessex Health Partners; represents partner Trusts and system interests	WHP
University of Southampton Clinical Informatics Research Unit Technical Lead	Dr Ashley Heinson, CIRU Service Lead; responsible for day-to-day technical operations and secure data workflows	CIRU
Wessex SDE Delivery and Centre of Excellence Lead	Dr Rachel Chappell, Delivery and Centre of Excellence Lead; responsible for study delivery and operational quality	UHS
Wessex SDE Operations and Partnerships Lead	Mark Heffernan, Operations and Partnerships Lead; responsible for operational delivery, commercial activity, and partnership development	UHS
Wessex SDE Risk and Information Governance Lead	Mikayala King, Risk and Information Governance Lead; responsible for risk, compliance, and IG functions.	UHS
Wessex SDE Finance and Funder Management Lead	Hayley Angel, Finance and Funder Management Lead; responsible for SDE finance and funder relations.	UHS
Wessex SDE Communications and PPIE Lead	Ralph Scott, Interim Communications and PPIE Lead; responsible for SDE communications and public and patient involvement.	External / UHS Hon Contract
Wessex SDE Investment and Portfolio Lead	TBD, Investment and Portfolio Lead; responsible for the investment pipeline, business case framework, and portfolio oversight.	UHS
Secretariat	UHS R&D Steering Group provides administrative and governance support to the SIC.	UHS