



GIG
CYMRU
NHS
WALES

Ymddiriedolaeth Brifysgol GIG
Gwasanaethau Ambiwylans Cymru
Welsh Ambulance Services
University NHS Trust

CHARITY COMMITTEE ANNUAL REPORT 2023/24

INTRODUCTION

1. The Trust's Standing Orders and Committee Terms of Reference require that Board Committees evaluate their effectiveness annually and present an annual report to the Trust Board.
2. As the factors underpinning effective governance can change, for example as people leave, organisations restructure, or strategy shifts, regular reviews of Board Committees ensure governance remains fit for purpose.
3. Standing Orders, Committee terms of reference, and Codes of Governance provide that Boards should routinely assess the effectiveness of their governance arrangements, of which the Board's Committees form an integral part.
4. The Committee met on 18 January 2024 and reviewed its terms of reference, responses to questionnaires completed by members and attendees, and its operating arrangements. Discussions were also held with the Committee Chair and Executive Lead ahead of that meeting. This Annual Report reflects on the effectiveness of the Committee in 2023/24 and proposes changes to terms of reference.

PURPOSE OF THE COMMITTEE

5. The purpose of the Committee set out in its terms of reference as amended is to:
 - (a) Contribute to the development of the charity's strategy and monitor its implementation.

- (b) Assure the Corporate Trustee that charitable funds are accounted for, deployed, and invested in line with legal and statutory requirements, taking account of the public benefit guidance.
- (c) Consider and endorse the annual report and accounts for approval by the Corporate Trustees; and
- (d) Raise the profile and reputation of the charity within the Trust.

MEMBERSHIP AND ATTENDANCE

- 6. The Committee met four times as scheduled in 2023/24 and was quorate on each occasion.
- 7. The Committee is supported by the Chair and three Non-Executive Directors as members, and a number of core attendees. The chart below illustrates attendance of members and attendees as listed in the terms of reference for 2023/24. The Committee welcomed non prescribed attendees at various meetings as well as external guests.

COMMITTEE ATTENDANCE				
Name	5 April 2023	5 July 2023	9 October 2023	11 January 2024
Ceri Jackson				
Bethan Evans				
Prof Kevin Davies				
Hannah Rowan	Chair			
Chris Turley		Navin Kalia	Navin Kalia	
Lee Brooks				Judith Bryce
Estelle Hitchon				
Andy Swinburn		Jen Lloyd		
Liz Rogers				
Trish Mills				
Hugh Parry				
Damon Turner				
Marcus Viggers				
Julie Boalch				
Jo Kelso				

	Attended
	Deputy attended
	Apologies received
	No longer member/not member

- 8. No changes to membership are proposed at this stage however the new Head of Charity and Fundraising Officer will both be prescribed attendees when they are recruited.

COMMITTEE'S VIEWS ON EFFECTIVENESS

9. The Committee's effectiveness was assessed through a review of its terms of reference, responses to a questionnaire, discussion with the Chair and Executive Lead, and discussions at the 18 January Committee meeting.
10. The questionnaires provided an opportunity to gauge opinion on areas of good practice and areas that require improvement. Seventeen questionnaires were sent out with 11 responses being returned (a 64.7% return rate which was better than last year's which was 47%).
11. Respondents were asked 27 questions and were encouraged to provide free text answers to explain or expand on their choices. The responses were reviewed by the Committee on 18 January against the same questions from last year. Whilst priorities were set and cycles of business were in place, there were a number of challenging discussions this year on the future direction, resourcing, and governance of the Charity. The Corporate Trustee similarly had stretching but helpful discussions on their role and how that differed to their role as members of the Trust Board. Meetings of both the Charity Committee and the Corporate Trustee in Quarter 3 clarified some of the issues here. Whilst no doubt the turbulence of the issues members faced this year is reflected in responses to questions, the appointment of a single executive lead and the recruitment in 2024 of a Head of Charity and thereafter a Fundraising Manager will provide the much-needed focus, skills, knowledge, and governance support the Charity needs to deliver the strategic direction it has set.
12. The challenge was felt to have been positive in shaping the future direction of the Charity as a strategic enabler and supporting its growth.
13. The Committee has a cycle of business that is aligned to its terms of reference. All matters scheduled for oversight and review have been brought to the Committee and in this respect, it has discharged its responsibilities in providing assurance to the Board. The Committee's business in 2023/24 included:
 - (a) The charity commissioned a **strategic review** and Tarnside Consulting presented a series of options for consideration:
 - Option 1 – grass roots: Fundraising as a service function with modest growth in fundraised income;
 - Option 2 – strategic enabler: Fundraising as a strategic enabler with significant growth in fundraised income targeting larger charitable trusts and major giving from individuals; and

- Option 3 – enhanced strategic delivery: WAST as a fundraising organisation with significant growth in all income streams.

Option 2 was recommended to the Corporate Trustee and was approved.

- (b) At its July and October meetings the **resourcing of the Charity** was discussed in detail as were differing models to fund this. It was subsequently agreed at the November Corporate Trustee meeting to approve the recruitment of a Head of Charity and Charity Fundraising Officer for an initial period of two years with the contribution of support funding based on an apportionment of 70% Charity and 30% Trust in year one, and 85%/15 in year two.
- (c) A **Charity Governance Report** was presented to the Committee which members felt provided a level of both information on constitutional elements and assurance on Trustee duties. This paper was also presented to the November Corporate Trustee meeting.
- (d) **Lived experiences** from those who have benefited from charitable funds was a welcomed introduction this year as a result of the 2022/23 effectiveness review. The Committee heard from:
- Bron Rebelo and Angela Roberts who took part in **Mind Over Mountains** events funded by the charity, which offers our people professional mental health support, bringing together hill-walking, mindfulness and time with experienced coaches and counsellors in an unhurried, unpressured setting;
 - Laura Wilson, Learning and Development Manager. Laura is a paramedic who accessed the bursary to support her **Masters in leadership, management and research** which will enhance her role in the learning and education team;
 - The Hazardous Areas Response Team's (HART) about their application to the Bids Panel for a **memorial garden and staff welfare area**; and
 - Toni-Marie Norman spoke of her journey since starting with the Trust as an administration assistant, the bursary support allowed her to pursue the **Business Management degree**, which enabled her to undertake various secondments within WAST from project support to resource co-ordination. and Toni-Marie is currently working as a Deputy Business Manager within the Operations Directorate. Toni-Marie started a Master's in Technology and Management in October.

- (e) A **financial report** was received at each meeting setting out fund balances and investment units. Details of the ethical and responsible investment policy of the Charity Investment Fund was also received. The Charity was successful in its application for a number of **grants from NHS Charities Together** this year and the Committee reviewed these and will focus on the progress against set milestones for these grants in 2024/25. The Committee approved interim governance arrangements for grants at its July meeting, confirming they will be the forum at which grant applications are approved in the interim.
- (f) The **Bids Panel** and the **Bursary Panel** reported on the applications it reviewed and approved. Each of these were reported to the Corporate Trustee by way of the Committee AAA report after each meeting.
- (g) The Committee approved the **Charitable Funds Investment Policy** in July.
- (h) A **charity risk register** was developed, and the Committee reviewed the articulation of risks related to governance and to reputational damage due to late filing of the annual return and accounts. Several other risks have been identified including resource and capacity to manage the Charity; Trustees – skills, roles and responsibilities and training; compliance with legal and regulatory frameworks; grants – administration, meeting conditions and evidence; governance and management of funds; and volunteer fundraising.
- (i) With respect to the risk related to volunteer fundraising, updates were provided on the **governance and fundraising of Community First Responders** (CFRs). The Volunteer Team are endeavoured to establish the fundraising landscape of CFRs with further proactive engagement with CFRs at the Volunteer’s Conferences. The Committee received a summary of this at their January 2024 meeting and agreed that this would be referred to the Executive Leadership Team to recommend a way forward given that CFRs come under the purview of the Trust rather than the charity.
- (j) Options for the examination of the charity accounts for 2022-23 were discussed and a recommendation for the charity to return to an **independent examination of the 2022-23 charity accounts** was made to the Corporate Trustees given that a full audit was carried out in 2021-22. Development of the 2022-23 annual report and annual return was steered by a Charity Annual Filings Task and Finish Group reporting to the Assistant Directors Leadership Team. The unamended and unqualified independent examination of the **financial accounts and the annual report 2022/23** were presented to the

Committee in January 2024. Both were recommended to the Corporate Trustee for approval ahead of their submission to the Charity Commission.

- (k) Each meeting included a **reflections** session which was included a range of views on items before the members. These included *from the April meeting* - good attendance and quality of discussion; openness and honesty; succinct presentation on strategy but would have preferred it to be more directive with advice; good to hear of a lived experience if not somewhat operationally focused at times; *from the July meeting* - sense of momentum on the future direction of the charity; good quality and succinct reports; good discussion and debate; easy and comfortable to contribute; feels like we are covering the right content; diverse input; conversation reflects where we are on our journey as a charity and demonstrates the opportunities ahead of us; feeling of optimism and enthusiasm; *from the October meeting* - good and collegiate discussion, however members noted that the issue of resourcing had been discussed multiple times and there was a need to make a decision on this as soon as possible; charity is moving forward incrementally but in small steps without dedicated resourcing.
- (l) The **charitable funds task and finish group** completed its work this year and details of its work are set out below.
- (m) The Committee **cycle of business** was approved.
- (n) The **annual effectiveness review** was conducted in the January 2024 meeting.

14. The Board/Corporate Trustee received a AAA highlight report from this Committee by email circulation following each meeting which included alerts, advice, and areas of assurance. This was also presented to the next public Board meeting by the Chair of the Committee.

SUB-COMMITTEES AND TASK AND FINISH GROUPS

- 15. The Bids Panel and Bursary Panel are the established sub-committees of the Charity Committee. As set out above, they report to the Committee by way of a AAA report and the Committee in turn reports to the Corporate Trustees on their work. The Panels were temporarily stood down in 2023 and then reinstated in January 2024, with the Bids Panel having a reduced threshold of £5k.
- 16. A Charitable Funds Task and Finish Group was established in 2022/23 to review various aspects of the charity's governance in parallel to the development of the

strategy for the charity. The group reported to the Committee at each meeting and closed their work in July noting progress against its work plan as follows:

- (a) Review options for the ways in which charitable funds are held: A number of options were explored and a helpful presentation on both the historic and current position of the funds was provided by the finance team. Whilst in principle the Group was in favour of centralising funds with a transition plan, much of this work depends upon the strategic direction of the Charity and it was felt that the Group had gone as far as it could go on reviewing the options pending this.
- (b) Review options to devolve authority to directorate fund managers: Linked to (a) the options to devolve authority to fund managers depends upon whether funds are held centrally or regionally, or in specific fund pots.
- (c) Consider the fundraising arrangements for Community First Responders: Due to a number of pressures on the volunteer team the Group were unable to progress this element of its work programme very far. Issues of CFR fundraising governance were discussed at the October Committee meeting as a standalone item.
- (d) Recommend a suite of policies and procedures for the charity: The revised Investment Policy was approved by the Charity Committee on 5 July 2023. The Group recommended policies to consider including a fundraising policy.
- (e) Develop a charity risk register: Risks were discussed by the Group leading to the papers on risk provided to the Committee and the development of the charity risk register.
- (f) Develop a charity compliance register: A charity governance reporting including the duties of trustees was presented to the October meeting as were the requirements and approach to the 2021-22 annual report and annual return.
- (g) Develop a Board development session on charity governance: An NHS Wales Board Secretaries session took place on 6 April facilitated by NWSSP Legal and Risk.

17. The Committee agreed that the Group had, as much as was possible at this stage, completed its work pending further work to be advanced on the charity's strategic direction by a dedicated charity leadership resource.

PROPOSED CHANGES TO THE TERMS OF REFERENCE

18. Extensive changes to the Terms of Reference for this Committee were made during the effectiveness reviews held in 2022. The proposed changes for 2024/25 align to the governance discussions held this year on the purpose of the Committee, clarity on its connection to the Corporate Trustee, and the need to make decisions with public benefit in mind. The level of approvals for the use of charitable funds has been reduced in line with changes on delegations for the Bids Panel. The changes in the Terms of Reference are marked up in [Annex 1] and include and a reduction in the non-executive director membership of the Committee from four to three (including the Committee Chair).
19. In addition, there will be some changes to operating arrangements which include:
- (a) Ensure that all actions are closed off appropriately in meeting and on actions and decisions logs.
 - (b) A separate Trade Union Partner (TUP) session is planned with Committee Chairs regarding their role on Committees and the Board.
 - (c) Committee and Corporate Trustee development session to be arranged in 2024/25 when Head of Charity in post.
 - (d) The effectiveness survey questions for 2024/25 to be tailored to the Charity and relationship with Corporate Trustee.
 - (e) Separate Corporate Trustee meetings will be held at least twice a year, and the Charity Committee AAA report will be listed separately on Board agenda in between these meetings.
 - (f) Consideration for member visibility to be increased through a bespoke list of areas/teams to visit and bringing back a short report on that in addition to the lived experience, as well as consideration for a spotlight on the Charity at future roadshows.

COMMITTEE PRIORITIES

20. The Committee received an update on progress against its priorities at each meeting and as can be seen below, progress on agreed priorities has been good:
- (a) Priority 1: To oversee implementation of the recommendations from the charity's strategic review, and to ensure that the Charitable Funds Task & Finish group remit and work plan is adjusted accordingly.
As can be seen above, the focus of this year's work plan was on the strategic review which has resulted in a direction of travel agreed by the Corporate Trustee and a plan to resource the charity.

- (b) Priority 2: To continue discussions (through the Charitable Funds Task & Finish Group) regarding risks affecting the charity, and to ensure that the agreed risks are included on the WAST organisational Risk Register.
As can be seen above, the Task and Finish Group discussed charity risks and a stand-alone report was brought through to the Committee and risks are now a standing item.
21. It is good practice for Committees to set priorities for the forthcoming year when they review their effectiveness. Accordingly, the Committee has agreed the following priorities for 2024/25:
- (a) Monitoring the recruitment of the Head of Charity and Fundraising Officer and their objectives.
 - (b) Ensure a development session is held at an agreed time with respect to duties and responsibilities of Trustees.
 - (c) Ensure that the work of the Charity and its governance arrangements and those involved in the Charity's leadership and decision-making, are more visible internally and externally.
22. Progress on priorities will be reported to the Committee quarterly and to the Board through its highlight report.

NEXT STEPS

23. The next steps are as follows:
- (a) Ensure changes to operating arrangements agreed at paragraph 19 are cycled into the work programme for review in 2024/25
 - (b) Update the cycle of business with revised terms of reference

RECOMMENDATION

24. The Corporate Trustee is requested to
- (a) Receive and note the contents of the Committee Annual Report for 2023/24 and analysis of its effectiveness; and
 - (b) Approve the changes to the Terms of Reference.