

**CONFIRMED MINUTES OF THE MEETING OF THE CHARITY
COMMITTEE HELD ON 18 JANUARY 2024 VIA TEAMS**

MEMBERS:

Ceri Jackson	Non-Executive Director (Committee Chair)
Kevin Davies	Non-Executive Director
Hannah Rowan	Non-Executive Director

IN ATTENDANCE:

Julie Boalch	Head of Risk/Deputy Board Secretary
Judith Bryce	Assistant Director of Operations
Colin Dennis	Trust Chair
Jill Gill	Head of Financial Accounting
Estelle Hitchon	Director of Partnerships and Engagement
Caroline Jones	Corporate Governance Officer
Navin Kalia	Deputy Director of Finance and Corporate Resources
Olaide Kazeem	Financial Services Project Accountant
Jo Kelso	Head of Workforce Education and Development
Gareth Lucey	Engagement Lead, Audit Wales
Toni-Marie Norman	
Trish Mills	Board Secretary
Hugh Parry	Trade Union Partner
Alex Payne	Corporate Governance Manager
Daniel Price	Audit Wales
Liz Rogers	Assistant Director of People and Culture
Andy Swinburn	Director of Paramedicine
Chris Turley	Executive Director of Finance and Corporate Resources
Damon Turner	Trade Union Partner
Marcus Viggers	Trade Union Partner

APOLOGIES:

Bethan Evans	Non-Executive Director
Lee Brooks	Executive Director of Operations

01/24 WELCOME AND APOLOGIES

Ceri Jackson, Committee Chair, welcomed everyone to the meeting and noted that Colin Dennis was observing the meeting today.

Apologies were noted from Bethan Evans and Lee Brooks.

02/24 DECLARATIONS OF INTEREST

There were no additional declarations to those already recorded on the Trust Register of Interests.

RESOLVED: That no new declarations were received.

03/24 MINUTES OF PREVIOUS MEETING

The Minutes of the meeting held on 9 October 2023 were approved as a correct record.

RESOLVED: That the minutes of the meeting held on the 9 October 2023 were approved as a correct record.

04/24 ACTION LOG

The action log was considered, reviewed, and updated.

Action 28/23 subject to the discussion today (06/24) internal communications to be published.

Action 35/23 would see interim arrangements in place (06/24) which would be reviewed by the Head of Charity once in post.

RESOLVED: That the action log was reviewed and updated as set out above.

05/24 BURSARY PANEL LIVED EXPERIENCE

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.

Members congratulated Toni-Marie on her achievement and agreed that this was a good example of how the Trust was supportive of workforce development as a whole, and not just in clinical areas.

Jo Kelso referred to the review of administrative services which had recently been undertaken and noted that the recommendations were being worked through. It was hoped that mapping skills for career development would be created for all the careers across the organisation, capturing some less well-known paths and building on existing capabilities enabling people to flourish.

RESOLVED: The positive impact of the bursary scheme and the benefits to WAST were noted.

06/24 UPDATED POSITION ON STRATEGIC REVIEW OF THE CHARITY GOVERNANCE AND RESOURCING

Ceri Jackson provided the background on the various challenging conversations that had taken place since the last meeting of the Committee but was pleased to say a way forward had been agreed.

Estelle Hitchon confirmed for those not present at the Corporate Trustee meeting, that a decision was made to support the proposition to recruit the Head of Charity and subsequently a Marketing/Fundraising Officer with a diminishing contribution to the funding of both over a two-year period from the Trust. The position would be reviewed with the intention of those posts becoming self-financing. It was hoped that the Head of Charity would be in place by the first quarter of 2024/25, with the right skills and experience to guide the Charity forward.

Estelle Hitchon also updated colleagues on the future of the Bids and Bursary Panels and how the panels could move forward in the absence of a Head of Charity and the governance issues that were yet to be fully resolved. A decision by the Corporate Trustees to pause those panels, agreed in October 2023, had been given further consideration with the proposal to reinstate both Panels on an interim basis.

The Panels included Trade Union Partners and a group of colleagues who were conscious of the detail and were committed to the process; however, the threshold would be lowered to £5k. The revised proposal was that bids over £5k would be considered by the Executive Leadership Team and Charity Committee, where required. Judith Bryce suggested that the Assistant Directors Leadership Team could assume the responsibility to review those bids over the threshold. Whilst members felt this could be an option, the precise approvals process would be clarified outside of this meeting.

Estelle Hitchon agreed to write to members of both Panels to thank them for their contribution to date and their continued support with the interim measures. The Committee received and accepted the recommendations presented and supported the revised proposal for the Bids and Bursary Panel arrangements, as detailed in the report. It was agreed that a highlight report would be submitted to the Corporate Trustee meeting on 25 January seeking approval for the change to process that was agreed in November 2023.

The point of the same Trade Union Partners being on the Panel and the Committee was raised and it was queried whether there could be a conflict of interest. Damon Turner asked for confirmation on being able to continue in both roles. It was agreed that Julie Boalch would take an action to review to the position and report back to the Committee when appropriate.

RESOLVED: That

- 1) The outcome of the November Corporate Trustee Meeting to support the proposed resourcing model was noted;**
- 2) The proposal to amend the decision made by the Corporate Trustee to pause the activities of the Bids and Bursary Panels and to reinstate the Panels with a lower threshold was agreed; and**
- 3) Subject to the Corporate Trustee being content with the proposal, that the Panels would be reconvened as soon as practicable.**

07/24 CHARITY FINANCIAL ACCOUNTS AND ANNUAL REPORT 2022/23

Chris Turley presented to members the key points within the 2022/23 Charity Accounts which included the spend of £153k of charity money, with an income for the same period of just under £35k, which reduced the balances that had previously built up.

Grant monies from NHS Charities Together had been used for the 'Mind over Mountains' walks and the Rugby team, this formed part of the overall spend with other items such as the Christmas meals and commemorative coins from general funds.

At the end of March 2023 and the closing of the accounts, a small loss in terms of the investments had been noted. Closer monitoring had already been introduced due to some more recent volatility in the market, and it can be seen in the later finance update that those losses have been made up throughout 2023.

Audit Wales were asked to undertake an Independent Examination of the accounts for 2022/23 and in the examination outcome, it was noted that the matter that caused the qualification of the 2021/22 accounts had now been resolved, removing the risk of any future accounts qualifications as a result of this issue.

The Task & Finish Group that was set up to progress the Annual Report and Accounts production was now closed, with the covering report for this agenda item encompassing the Task & Finish Group's closure status. It was noted that this Annual Report provided more detail than previous reports, including where monies have been awarded to staff wellbeing initiatives.

The Auditors were then asked to provide their update (08/24) prior to the Committee revisiting the recommendation for the Committee to endorse the Accounts and Annual Report, recommending that at the meeting of the Corporate Trustee the Annual Report and Accounts for 2022/23 be approved ahead of submission to the Charity Commission.

RESOLVED: That (following consideration of the Independent Examination report from Audit Wales) the Annual Report and Accounts 2022/23 were endorsed by the Committee, recommending that the Corporate Trustee approve them ahead of submission to the Charity Commission.

08/24 AUDITOR'S REPORT ON ACCOUNTS 2022/23

Gareth Lucey provided a brief summary of the Independent Examination on the 2022/23 accounts and introduced his colleague Daniel Price who had led on the work to provide a further update.

Daniel Price confirmed that the Charity was able to opt for an Independent Examination due to the income falling between relevant thresholds, and that this was completed under the directions issued by the Charity Commission.

It was noted that the recharge of the governance cost of £10k should be reviewed going forward to ensure that it accurately reflects the cost incurred to the Trust. This does not have any impact on the proposed Independent Examination certificate for 2022/23 however, and no further issues were identified.

Daniel Price confirmed that the full audit of accounts in 2021/22 had raised an issue for which some of the accounting records for the 2015/16 financial year were not available. Following extensive efforts, the records had been located and as part of the Independent Examination, the review was extended to gain assurance that the income had been classified correctly. This Independent Examination has therefore been certified as the previous matter was resolved.

It is proposed that the Auditor General for Wales certify the Charity Annual Report and Accounts for 2022/23 with an unamended and unqualified Independent Examination opinion following the meeting of the Corporate Trustee on 25 January 2024, at which the Annual Report and Accounts for 2022/23 will be approved.

2021/22 Audit Fee

The Audit Plan for the previous year's audit (of the 2021/22 accounts) estimated the total cost of the work to undertake the full audit to be £12k. Any deviations from that cost would be raised with Chris Turley prior to any further action.

Following the completion of the audit, the cost incurred came to £21,005 - an overspend of £9,005. Reasons were given by Audit Wales colleagues for the overspend, which included the need to test samples of income since the last full audit of the Charity Accounts in 2014/15. Significant unplanned work was required due to the qualification of the accounts and a richer skill mix was required for the audit, in addition to the later than planned start to the audit review.

Challenging conversations have been held between Audit Wales and Chris Turley, and the proposal follows those conversations. The proposal was that the Charity would contribute £4k of the excess cost, with Audit Wales covering the remainder. The split represented the circumstances around the audit and that there were issues in resourcing and timing from Audit Wales, in addition to the qualification matter and the additional work that had not been accounted for in the planning.

Chris Turley advised that the additional £4k has been accounted for and accrued into the 2022/23 accounts. Members agreed that it had been an unusual set of circumstances that had led to the current position and acknowledged Chris's position regarding the acceptance of the additional audit fees for 2021/22, recommending that the Committee support this approach.

RESOLVED: That the Committee agreed to accept the additional spend associated with the full audit of the 2021/22 accounts, £4k of which would be met by the Charity.

09/24 FINANCE UPDATE

The lighter touch report presented today was due to the focus and time spent by the Finance Team on the accounts and the audit over the previous weeks. The report included details of the fund balances held on 31 December 2023 together with an update on COIF Charity Investment Fund.

Reference was made to a legacy relating to Colwyn Bay which has increased the balance. Members agreed that a separate Performance/Grant Update would be received in addition to the Finance Update at future meetings.

RESOLVED: That the Committee

- 1) noted the update; and**
- 2) agreed that a separate Performance/Grant Update report would be received in addition to the Finance Update Report for future meetings.**

10/24 VOLUNTEERING FUNDRAISING ACTIVITY

The Committee had previously raised concerns about the governance arrangements for Community First Responder (CFR) teams given that they have moved from having to fundraise for their uniforms and equipment previously, to now having these supplied by WAST. Members had raised concerns previously about potential liability for the CFR teams, for WAST or for the charity if there was a governance gap in terms of communication, guidance, and adherence to fundraising and other charity regulations.

Judith Bryce presented the report and the findings from a recent survey to CFR teams to ascertain the range of fundraising activities, governance arrangements and how monies raised were being spent. Whilst a 42% response rate did not provide a detailed picture of this, it was indicative of trends across CFR teams including:

- banking arrangements ranged from business accounts, personal accounts, and joint team accounts;
- some teams were registered charities
- some had processes in place which guided both fundraising and spending of funds, others did not
- some were actively fundraising, others were not
- funds were spent on a range of items including CFR kit, training kit, local defibrillators, blue lights on vehicle, livery, storage etc.

Judith Bryce indicated that it was clear from the inconsistencies of approach that governance needed to be put in place to support CFR teams and provide some overarching support.

Members were asked to consider the inclusion of volunteer fundraising within the charity portfolio going forward, however they felt that this was outside the charity portfolio as the relationship with volunteers, and CFRs in particular, was with the Trust not the charity. Chris Turley noted the eventual direction of travel for the charity was a desire to consolidate funds where appropriate and bringing the various and disbursed CFR funds within the charity would be contrary to the desire to streamline governance of the charity. Clarity on the requirements for CFRs if they are fundraising for their own teams was required, as was information for them on the risks they run personally should the fundraising regulations not be followed.

Members acknowledged that the governance issues with respect to CFR fundraising and potential liability for the Trust or the charity had been raised in this Committee previously, and members expressed their desire to put in place governance arrangements and communication to support CFRs as soon as possible. There was concern where CFRs were fundraising in the WAST uniform that that may cause confusion as to the purpose of fundraising i.e. is it for the WAST charity or the CFR team. Similarly, guidance would be needed with respect

to what funds should be spent on given that uniform, equipment, and training is now provided by WAST. Items such as blue lights for vehicles were felt to be inappropriate, whereas defibrillators may be more suited to the CFR teams to support their communities.

The value and important part volunteers play in the Trust's strategy was recognised. The Committee requested that the matter be referred to the Executive Leadership Team to ascertain, in collaboration with volunteers, the most appropriate way for the Trust to work through the governance issues, mitigate the risks, and to provide guidance and support to CFR teams.

RESOLVED: That

- 1) The CFRs relationship was with the Trust and not the Charity; and**
- 2) The paper presented today should be discussed at an ELT meeting for them to agree a way forward.**

11/24 RISK MANAGEMENT UPDATE

Julie Boalch provided a verbal update to the Committee on the series of risks that relate to the Charity that had been drafted in a very high-level summary format, with a view to these being developed more fully once the Head of Charity was in post. A paper would be presented to the next meeting of the Committee.

The three main risks brought to the attention of the Committee were:

- 1) the volunteer risk (which had just been discussed);
- 2) the charity accounts risk, with mitigations highlighted in the risk to be brought back to the next meeting in a paper; and
- 3) the governance risk.

RESOLVED: That

- 1) the ongoing work around Charity risks was noted;**
- 2) a paper be brought back to the next meeting of the Committee.**

12/24 COMMITTEE ANNUAL EFFECTIVENESS REVIEW 2023/24

Trish Mills confirmed that the Committee has received the effectiveness survey results and would be asked to approve the Committee Annual Report and the proposed changes to the Terms of Reference. The Committee would also be asked to set priorities for 2024/25.

The surveys issued were to gauge opinion on areas of good practice together with areas for improvement. The comments were themed for ease with some good practice coming through in the review.

Extensive discussions had been held as a number of issues had arisen, not least the separation and potential conflicts between the role of the Board and the role of the Corporate Trustee. There was nervousness around the future direction of

the Charity and working through the governance arrangements.

The Annual Report illustrated the amount of ground the Committee had covered and that it had adhered to its cycle of business, which is presented at each meeting to monitor.

The Terms of Reference align to the governance discussions held on the purpose of the Committee, clarity on its connection to the Corporate Trustee, with the main purpose of the Committee remaining the same, so contributing to the development of the charity strategy and monitoring its implementation, assuring that charitable funds are accounted for in line with its statutory obligations as trustees.

The governance maturity journey was realised and welcomed by Members. Recognising the good practice of setting priorities for the forthcoming year. The Committee priorities were discussed and agreed and would be tracked by way of an assurance report to ensure they remained on track.

- (a) Monitoring the recruitment of the Head of Charity and Fundraising Officer and their objectives; and
- (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.

Members approved the draft Annual Report, endorsed the changes to the Terms of Reference and the operating arrangements, and supported the priorities set out above.

RESOLVED: That the

- 1) draft Annual Report was reviewed and approved.**
- 2) changes to the Terms of Reference were reviewed and approved;**
- 3) proposed changes to operating arrangements in response to issues raised in questionnaires as set out in the draft Annual Report were confirmed; and**
- 4) priorities for the Committee for 2024/25 were set.**

13/24 COMMITTEE CYCLE OF BUSINESS MONITORING REPORT

This item was for information only.

RESOLVED: that the item was noted.

14/23 BIDS PANEL HIGHLIGHT REPORT (4 OCTOBER 2023)

This item was for information only.

RESOLVED: That the highlight report from the Bids Panel meeting on 4 October 2023 was received.

15/24 KEY MESSAGES FOR THE CORPORATE TRUSTEE BOARD

Ceri Jackson summarised the key messages for Corporate Trustee Board members.

16/24 REFLECTION: - SUMMARY OF DECISIONS AND ACTIONS

Members noted the range of business discussed at the meeting.

17/24 ANY OTHER BUSINESS

None raised.

18/24 DATE OF NEXT MEETING

The next meeting of the Committee is scheduled for 4 April 2024.