

## CHARITY COMMITTEE

### TERMS OF REFERENCE AND OPERATING ARRANGEMENTS 2025/26

#### 1. INTRODUCTION

1.1. The Trust's Standing Orders provide that *"The Board may and, where directed by the Welsh Government must, appoint Committees of the Trust either to undertake specific functions on the Board's behalf or to provide advice and assurance to the Board in the exercise of its functions. The Board's commitment to openness and transparency in the conduct of all its business extends equally to the work carried out on its behalf by committees"*.

1.2. In accordance with Standing Orders, the Board shall nominate annually a committee which covers charitable funds and that is known as the **Charity Committee** "the Committee". The detailed terms of reference and operating arrangements set by the Board in respect of this committee are set out below.

1.3. The Committee plays an important role in supporting the Corporate Trustee in fulfilling its responsibilities by:

- providing advice on strategic development and performance within the terms of reference;
- undertaking scrutiny and gaining assurance on key aspects of organisational performance, and supporting achievement of the Charity's objectives;
- carrying out specific responsibilities on the Corporate Trustee's behalf; and
- providing a forum where ideas can be explored in greater detail than Corporate Trustee meetings are able to allow, providing time and space to consider issues in greater depth.

Regular and timely reporting and escalations to the Board and Corporate Trustee on the issues within the Committee's remit allow for more focused discussions.

## 2. PURPOSE

- 2.1 The Welsh Ambulance Services NHS Trust Charity (registration number 1050084) is registered as a charity with the Charity Commission for England and Wales.
- 2.2 The governing body of NHS bodies act as the corporate trustee in administration of charitable funds. The members of the governing body are not themselves individual trustees, therefore, for the WAST Charity the Welsh Ambulance Services University NHS Trust is the corporate trustee. The Trust's Standing Orders at section A (iii) state that all business shall be conducted in the name of Welsh Ambulance Services National Health Service Trust, and all funds received in trust shall be held in the name of the Trust as a corporate Trustee.
- 2.3 When acting as Corporate Trustee the board must recognise that the charitable funds they are managing are distinct from exchequer monies and they have distinct responsibilities for their administration. This extends to this Committee.
- 2.4 The purpose of the Committee 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.
  - (d) Raise the profile and reputation of the charity within the Trust.
- 2.5 The committee shall, in carrying out its functions and responsibilities, consider how their decisions secure an improvement in the quality of health services (the duty of quality) as outlined in The Health and Social Care (Quality and Engagement) (Wales) Act 2020. This includes but is not limited to ensuring the provision of high-quality, safe, and effective healthcare services that meet the needs of patients, service users, and their families.

- 2.6 The committee shall demonstrate the duty of quality through its own operating arrangements, ensuring that its processes, procedures, and decision-making mechanisms uphold the highest standards of transparency, accountability, and governance. It shall regularly review and refine its operating procedures to align with best practices and legal requirements, fostering an environment of continuous improvement.
- 2.7 In alignment with the Wellbeing of Future Generations (Wales) Act 2015, this committee will adopt a long-term perspective in its deliberations and decisions. The committee will consider the broader implications of its actions, particularly in relation to the three wellbeing objectives established by the Trust in order to contribute positively to the wellbeing of future generations. These objectives are: 1) being a socially responsible and inclusive employer, 2) fostering an innovative and sustainable organisation, and 3) ensuring we are a proactive, accessible, and equitable care provider.

### **3. DELEGATED RESPONSIBILITY**

#### **Strategic Development and Delivery**

- 3.1 Oversee and contribute to the development of the Charity's long term strategy
- 3.2 Receive assurance on the implementation of the strategy.

#### **Fundraising**

- 3.3 Approve and regularly review the fundraising plan for the charity, ensuring its compliance with Charity Commission legislation and guidance, and all other relevant regulatory requirements.
- 3.4 Receive assurance on the implementation of the fundraising plan.
- 3.5 Ensure systems, processes and communication are in place around fundraising, staff engagement and funding commitments.

### **Charitable Funds**

- 3.6 Ensure the management of charitable funds is carried out within the terms of its Declaration of Trust and relevant legislation, including any Charity Commission regulations.
- 3.7 Be aware of and have regard to the guidance on public benefit (see 4.3 below).
- 3.8 Endorse income targets and expenditure budgets for approval by the Corporate Trustee.
- 3.9 Ensure systems and processes are in place to receive, account for, deploy and invest charitable funds, and review periodic income and expenditure statements.
- 3.10 Receive assurance from any panels or sub-committees established by the Committee on the use of charitable funds in accordance with their terms of reference to ensure that any such use is in accordance with the aims and purposes of the charitable fund or donation.
- 3.11 Consider and authorise expenditure with a value above £5,000, subject to a recommendation from the Executive Leadership Team. Any recommendation should have the support of the Director of Partnerships and Engagement as Executive lead and the Executive Director of Finance and Corporate Resources as Treasurer.
- 3.12 Receive and endorse the annual report, annual return and financial accounts, and consider the annual report from the auditors before submission to the Corporate Trustee for approval.

### **Investment**

- 3.13 Consider and agree an investment strategy for the safe and secure investment of funds not immediately required for use, taking into account any appropriate ethical considerations.
- 3.14 Consider the appointment of external investment advisors and operational fund managers.

- 3.15 Review the performance of investments on a regular basis (with the external investments advisors where appointed) to ensure the optimum return from surplus funds.

### **Policy**

- 3.16 Approve the policies for the utilisation and investment of charitable funds, including but not limited to the Reserves Policy and Charitable Funds Investment Policy.

### **Corporate Risks and Audits**

- 3.17 The Committee will monitor the principal risks relevant to its remit and consider the controls and mitigations of related risks and provide assurance to the Board that such risks are being effectively controlled and managed.
- 3.18 The Committee will receive and gain assurance from internal and external audits in their remit. It will receive assurance that management actions to address recommendations are in place via the audit tracker receive appropriate reporting as agreed by the Audit, Risk and Assurance Committee. This committee will, where appropriate, scrutinise the impact of actions in response to audit recommendations.

## **4. AUTHORITY**

- 4.1 Grant applications will be approved by the Executive Leadership Team, or by any other mechanism they determine. The outcomes of those applications will be reported to this committee for information, and the assurance on the monitoring thereof will be reported through the performance report.
- 4.2 The Committee is authorised by the Corporate Trustee to:
- (a) Approve charitable expenditure over £3,000 for Bursary Panel and £5,000 for the Bids Panel;
  - (b) Endorse the charity strategy and related plans, including those related to fundraising (for approval by the Corporate Trustee);
  - (c) Approve policies within its remit;

- (d) Investigate or have investigated any activity within its terms of reference and in performing these duties shall have the right, at all reasonable times, to inspect any books, records or documents of the Trust relevant to the committee's remit. It can seek any relevant information it requires from any employee and all employees are directed to co-operate with any reasonable request made by the committee;
- (e) obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary, subject to budgetary and other requirements;
- (f) by giving reasonable notice, require the attendance of any of the officers or employees and auditors at any meeting of the Committee; and
- (g) establish sub-committees or task and finish groups to carry out on its behalf specific aspects of Committee business. (Formal sub-committees may only be established with the agreement of the Board or Corporate Trustee.)

4.3 When making decisions about charitable expenditure members and the Corporate Trustee must have regard to the guidance on public benefit and should:

- (a) Act within its powers
- (b) Act honestly and with good intentions, and only in the charity's interest
- (c) Be sufficiently informed, taking any necessary advice
- (d) Take account of all relevant factors
- (e) Ignore irrelevant factors
- (f) Manage conflicts of interest
- (g) Make a decision that is within a range of decisions that a reasonable trustee could make

### **Chair's Action**

4.4 There may, occasionally, be circumstances where decisions which would normally be made by the Committee need to be taken between scheduled meetings, and it is not practicable to call a meeting of the Committee. This is most likely, but not exclusively, to arise with respect to approval of grants or bids.

4.5 In these circumstances, the Chair, and the Lead Executive, supported by the Director of Corporate Governance/Board Secretary as appropriate, may deal with the matter on behalf of the Committee after first consulting with at least two other Members (Non-Executive Directors).

4.6 The Director of Corporate Governance/Board Secretary must ensure that any such action is formally recorded and reported to the next meeting of the Committee for consideration and ratification.

## 5. MEMBERSHIP AND QUORUM

5.1 The Trust's Standing Orders at 3.3.5 and 3.3.6 provide the rules around committee membership. That includes that the designation of Chair, definition of member roles and powers and terms and conditions of appointment are determined by the board, based on the recommendation of the Trust Chair. Executive Directors and other Trust officers cannot be appointed as committee Chairs, nor should they be appointed to serve as 'members' on any Committee set up to review the exercise of functions delegated to them. They may however be 'in attendance' as appropriate.

5.2 The application of these provisions means that the designation of 'members' in NHS Wales committees is applied to Non-Executive Directors. This ensures there is independent scrutiny, support and challenge, and is a relevant for quorum (see below) and – where it is required – for voting.

5.3 Notwithstanding the above, the 'members' and 'prescribed attendees' listed below are often referred to collectively as members or membership.

### Committee Membership

5.4 The membership of the Committee will comprise:

Members:

- Three Non-Executive Directors (and Trustees), one of whom will be designated as Chair

Prescribed attendees:

- Executive Director of Finance and Corporate Resources (Treasurer)
- Director of Partnerships and Engagement (Executive Lead)
- Deputy Director of People and Culture
- Executive Director of Operations
- Executive Director of Paramedicine
- Director of Corporate Governance/Board Secretary
- Trade Union Partners (x3)
- Assistant Director of Corporate Governance and Risk
- Chairs of the Sub-Committees
- Head of Charity
- Member of the Volunteer Steering Group
- Fundraising Officer (when appointed)
- Head of Commercial (when appointed)

5.5 In the absence of the committee Chair, one of those in attendance must be designated as Chair of the meeting.

5.6 Members may send deputies in their absence who will act with their full authority. To instigate a substitution arrangement, the member of the Committee must notify the Director of Corporate Governance/Board Secretary before the day of the meeting that they are unable to attend and the name of the member who will attend as the substitute.

5.7 The committee may also co-opt additional independent external members from outside the organisation to provide specialist skills, knowledge, and expertise.

5.8 The Chair of the Trust Board/Corporate Trustee and the Chief Executive have a standing invitation to attend meetings. In addition, the committee Chair may invite the others (either Trust staff or persons outside the Trust) to attend all or part of a meeting to assist it with its discussions on any particular matter.

## **Member Appointments**

5.9 The membership of the Committee shall be determined by the Corporate Trustee, based on the recommendation of the Trust Chair, taking account of the balance of skills and



expertise necessary to deliver the committee's remit and subject to any specific requirements or directions made by the Welsh Government.

5.10 Members shall be appointed to hold office for a period of one year at a time, up to a maximum of their term of office. During this time a member may resign or be removed by the Board. The Board should consider rotating a proportion of the Committee's membership after three or four years' service so as to ensure the Committee is continuously refreshed whilst maintaining continuity.

5.11 Terms and conditions of appointment, (including any remuneration and reimbursement) in respect of any co-opted independent external members are determined by the Board, based upon the recommendation of the Trust Chair (and, where appropriate, on the basis of advice from the Trust's Remuneration Committee).

### **Secretariat and Support to Committee Members**

5.12 The Director of Corporate Governance/Board Secretary, on behalf of the Committee Chair, shall:

- (a) arrange the provision of advice and support to committee members on any aspect related to the conduct of their role; and
- (b) ensure the provision of a programme of organisational development for committee members, as part of the Trust's overall board development programme.

## **6. COMMITTEE MEETINGS**

### **Quorum**

6.1 The quorum for meetings of the committee shall be two Non-Executive Directors.

6.2 While only two Non-Executive Directors are required for quorum, it is strongly recommended that all three Non-Executive Director members be present at each meeting to ensure robust discussion and effective oversight. The presence of all Non-Executive Directors is crucial for fostering diverse perspectives and maintaining rigorous challenge and scrutiny. Therefore,

other Non-Executive Directors of the board may be co-opted to meetings where it is not possible for all three Non-Executive Directors to attend.

### **Frequency of meetings**

- 6.3 Meetings shall be held quarterly and otherwise as the Committee Chair deems necessary - consistent with the Trust's annual schedule of Board Business.

### **Withdrawal of individuals in attendance**

- 6.4 The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

## **7. RELATIONSHIP AND ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS**

- 7.1 The Committee is directly accountable to the Board and Corporate Trustee for its performance in exercising the functions set out in these terms of reference.
- 7.2 The Committee, through its Chair and members, shall work closely with the Trust Board's other Committees and groups to provide advice and assurance to the Board and Corporate Trustee through the:
- (a) joint planning and co-ordination of Board and Committee business; and
  - (b) appropriate sharing of information

in doing so, contributing to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the Board's overall risk and assurance framework.

- 7.3 The Committee will consider the assurance provided through the work of the Board's other Committees and sub-groups to meet its responsibilities for advising the Board on the adequacy of the Trust's overall framework of assurance.

- 7.4 The Committee shall embed the Trust's corporate standards, priorities and requirements, e.g., equality and human rights through the conduct of its business.

## **8. REPORTING AND ASSURANCE ARRANGEMENTS**

- 8.1 The Committee Chair shall agree arrangements with the Trust's Chair to report on the Committee's work. This may include, where appropriate, a separate meeting with the Corporate Trustee, however reporting to the Board in the absence of a Corporate Trustee meeting will be sufficient.
- 8.2 The Director of Corporate Governance/Board Secretary, on behalf of the Board, shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation.

## **9. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS**

- 9.1 The requirements for the conduct of business as set out in the Trust's Standing Orders are equally applicable to the operation of the Committee, except in the following areas:

- Quorum – as set out in section 6.

## **10. REVIEW**

- 10.1 These terms of reference and operating arrangements shall be reviewed at least annually but more frequently if required.