

CHARITY COMMITTEE

TERMS OF REFERENCE AND OPERATING ARRANGEMENTS 2024/25

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 and the Trust's Scheme of Delegation, 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 Board Committees play an important role in supporting the Board 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 Trust's strategic goals;
- carrying out specific responsibilities on the Board's behalf; and
- providing a forum where ideas can be explored in greater detail than Board meetings are able to allow, providing time and space to consider issues in greater depth.

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

2. CONSTITUTION AND PURPOSE

- 2.1 The Welsh Ambulance Services NHS Trust Charity¹ (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 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 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.
- 2.4 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.
- 2.5 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. Furthermore, the committee shall monitor, assess, and report on the implementation of Health and Care Quality Standards, outcomes, and performance indicators where relevant within their remit.

¹ Noting that a change of name is required in line with the Trust receiving University Trust Status on 1 April 2024

2. DELEGATED POWERS AND AUTHORITY

Strategy

- 3.1 Oversee and contribute to the development of the Charity's strategies and plans and monitor their implementation.
- 3.2 Ensure there is clear, consistent strategic direction, strong leadership, and transparent lines of accountability.
- 3.3 Promote the charity within the Trust.

Charitable Funds

- 3.4 Ensure the management of the charitable funds is carried out within the terms of its Declaration of Trust and relevant legislation; ensure statutory compliance with the Charity Commission regulations; be aware of and have regard to the guidance on public benefit.
- 3.5 Ensure systems and processes are in place to receive, account for, deploy and invest charitable funds in accordance with relevant legislation.
- 3.6 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.
- 3.7 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.
- 3.8 Receive periodic income and expenditure statements.
- 3.9 Receive and endorse the annual report and accounts and consider the annual report from the auditors before submission to the Corporate Trustee for their approval.
- 3.10 Approve the policies for the utilisation and investment of charitable funds, including but not limited to the Reserves Policy and Charitable Funds Investment Policy.

Investment

- 3.11 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.
- 3.12 Consider the appointment of external investment advisors and operational fund managers.
- 3.13 Review the performance of investments on a regular basis (with the external investments advisors where appointed) to ensure the optimum return from surplus funds.

Fundraising

- 3.14 Approve and regularly review the fundraising strategy for the charity, ensuring its compliance with Charity Commission legislation and guidance, and all other relevant regulatory requirements.
- 3.15 Monitor the implementation of the fundraising strategy.
- 3.16 Ensure systems, processes and communication are in place around fundraising, staff engagement and funding commitments.

Corporate Risks and Audit Recommendation Tracker

- 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 also monitor management actions to address recommendations via the audit tracker and where appropriate scrutinise the impact of actions in response to audit recommendations.

4. AUTHORITY

4.1 The Committee is authorised by the Board of Trustees to:

- (a) Approve charitable expenditure over £5,000;
- (b) Approve plans and strategies that complement the charity's strategy, including those related to fundraising;
- (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 the Board's budgetary and other requirements;
- (f) by giving reasonable notice, require the attendance of any of the officers or employees and auditors of the Board 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.)

4.2 When making decisions about charitable expenditure trustees 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

4.3 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 policies particularly given the current backlog.

4.4 In these circumstances, the Chair, and the Lead Executive, supported by the 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).

4.5 The 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

Members

5.1 The membership of the Committee will comprise:

Chair	Non-Executive Director
Members	Two further Non-Executive Directors of the Board

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

5.3 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 Board Secretary before the day of the meeting that he/she is unable to attend and the name of the member who will attend as the substitute.

Prescribed Attendees

5.4 The core membership will be supported by the attendance of the following at each meeting:

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

By Invitation

- 5.5 The Committee Chair may invite the following to attend all or part of a meeting to assist it with its discussions on any particular matter:
- the Chair of the Trust/Corporate Trustee
 - any other Trust officials
 - any others from within or outside the Trust
 - the Chief Executive (Accountable Officer)
- 5.6 The Committee Chair may extend invitations to attend committee meetings to other Directors and/or Senior Managers, and to officials from within or outside the organisation to attend all or part of the meeting to assist with its discussions on any particular matter.

Member Appointments

- 5.7 The membership of the Committee shall be determined by the Board, 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.
- 5.8 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.
- 5.9 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

- 5.10 The 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 developed by the Director of People and Culture.

6. COMMITTEE MEETINGS

Quorum

- 6.1 At least two of the four members of the Committee must be present to achieve a quorum. In the absence of the Committee Chair, one of those in attendance must be designated as Chair of the meeting.

Frequency of meetings

- 6.2 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

- 6.3 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 & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS

- 7.1 The Committee is directly accountable to the 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 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 to the board in their capacity as trustees. This may include, where appropriate, a separate meeting with the Corporate Trustee.
- 8.2 The 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 7

10. REVIEW

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