



Schedule 3.3

BOARD COMMITTEE ARRANGEMENTS

This Schedule forms part of, and shall have effect as if incorporated in the
NHS Trust Standing Orders

CHARITABLE FUNDS COMMITTEE

TERMS OF REFERENCE AND OPERATING ARRANGEMENTS



CHARITABLE FUNDS COMMITTEE

TERMS OF REFERENCE AND OPERATING ARRANGEMENTS

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 to be known as the **Charitable Funds Committee** "the Committee". The detailed terms of reference and operating arrangements set by the Board in respect of this committee are set out below.

2. CONSTITUTION

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 Welsh Ambulance Services NHS Trust is a corporate body in its own right. It is led by a Board of Directors comprising a Chairman, seven Non-Executive Directors, a Chief Executive, a Director of Finance & Corporate Resources and three other Executive Directors. The Trust acts as the Corporate Trustee of the Charitable Funds held on behalf of the Welsh Ambulance Services NHS Trust.

2.3 The purpose of the Committee is to make and monitor arrangements for the control and management of the Trust's Charitable Funds.

3. SCOPE AND DUTIES

3.1 Within the budget, priorities and spending criteria determined by the Trust as Trustee and consistent with the requirements of the Charities Act 1993, Charities Act 2006 and Charities Act 2011 (or any modification of these acts) to apply the charitable funds in accordance with their respective governing documents.

3.2 To ensure that the Trust policies and procedures for charitable funds investments are followed. To make decisions involving the sound investment of charitable funds in a way that both preserves their value and produces a proper return consistent with prudent investment and ensuring compliance with:-

- Trustee Act 2000



- The Charities Act 1993
- The Charities Act 2006
- The Charities Act 2011
- Terms of the fund's governing documents

3.3 To oversee and monitor the functions performed by the Director of Finance and ICT and the Bids Panel as defined in Standing Financial Instructions.

3.4 To monitor the progress of Charitable Appeal Funds where these are in place and considered to be material.

3.5 To monitor and review the Trust's scheme of delegation for Charitable Funds expenditure and to set and reflect in Financial Procedures the approved delegated limits for expenditure from Charitable Funds.

Corporate Risks and Audit Recommendation Tracker

3.6 The Audit Committee has overall responsibility for ensuring that corporate risks are identified and are being properly managed within the Trust. The Audit Committee also has responsibility for ensuring that there are processes in place to address and take forward audit recommendations. Nevertheless, each risk from the corporate risk register, and each recommendation from the audit tracker, will be allocated to an appropriate Board Committee who will be responsible for ensuring that the Trust is managing and progressing each item as planned. Regular reports will be provided to individual Committees on those items for which they have responsibility and overall Trust-wide progress reports will be presented to each Audit Committee.

4. DELEGATED POWERS AND DUTIES OF THE DIRECTOR OF FINANCE AND ICT

4.1 The Director of Finance and ICT has delegated responsibility for the Trust's Charitable Funds as defined in the Trust's Scheme of Reservation and Delegation and as detailed within the Charitable Funds Investment Policy. With support from the Bids Panel, the specific powers, duties and responsibilities delegated to the Director of Finance are:-

- That Charitable Funds held are managed and scrutinised appropriately
- Administration of all existing charitable funds.
- Provide guidelines in response to donations, legacies and bequests, fundraising and trading income.
- Responsibility for the management of investment of funds held on trust as detailed within the Charitable Funds Investment policy.
- Ensuring that the banking arrangements for the charitable funds are kept entirely separate from the Trust's NHS funds.
- Prepare reports to the Trust Board including the Annual Account.
- Make arrangements for independent audit at appropriate times.

5. AUTHORITY



5.1 The Committee is authorised by the Board to:

- 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;
- 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;
- 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
- 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.) Reporting to the Committee is a Charitable Funds Bursary Panel whose duties and responsibilities are set out in the Bursary Scheme approved by Trust Board 28 January 2016. The Committee has also agreed a National Bids Approval Panel at its March 2019 meeting.

6. MEMBERSHIP

Members

6.1 The membership of the Committee will comprise:

Chair	Non Executive Director
Members	Three further Non Executive Directors of the Board

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

6.3 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.

Attendees

6.4 The core membership will be supported routinely by the attendance of the following:

- Director of Finance and Corporate Resources
- Board Secretary
- Director of Workforce and OD



- Director of Operations
- Trade Union Partners (x2)

By Invitation

6.5 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
- any other Trust officials
- any others from within or outside the Trust
- the Chief Executive (Accountable Officer)

6.6 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

6.7 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.

6.8 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.

6.9 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

6.10 The Board Secretary, on behalf of the Committee Chair, shall:

- arrange the provision of advice and support to committee members on any aspect related to the conduct of their role; and
- 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 Workforce & Organisational Development.

7. COMMITTEE MEETINGS



Quorum

7.1 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

7.2 Meetings shall be held normally no less than twice in any financial year and otherwise as the Committee Chair deems necessary - consistent with the Trust's annual plan of Board Business.

Withdrawal of individuals in attendance

7.3 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.

8. RELATIONSHIP & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS

8.1 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.

8.2 The Committee, through its Chair and members, shall work closely with the Board's other Committees and groups to provide advice and assurance to the Board through the:

- joint planning and co-ordination of Board and Committee business; and
- 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.

8.3 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,

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

9. REPORTING AND ASSURANCE ARRANGEMENTS

9.1 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 Board.

9.2 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.

10. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

10.1 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

11. REVIEW

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