

Bundle Corporate Board of Trustees 16 November 2023

Agenda attachments

- ITEM 0 – Agenda – Corporate Board of Trustees – 16 November 2023
- 0 09:30 – OPENING ITEMS
- 1 Chair’s welcome, apologies, and confirmation of quorum
- 2 Declarations of Interest
Declarations of Interest
- 3 Minutes from Previous meeting
3.1 27 July 2023
3.2 Ratification of Chair’s Action
ITEM 3.1 Minutes–Board of Trustees 27 July 2023
ITEM 3.2 Ratification of Chairs Action Independent Examination for Charity Accounts Final 22–23
- 4 Action Log & Matters Arising
There are no open actions.
- 5 09:35 – WAST Charity: Future Resourcing
ITEM 5 CharityResourcingCoverSheetandPaperNov23FINAL
- 6 10:05 – Charity Governance
ITEM 6 Trustee Governance Nov 2023
- 7 10:20 – Charity Committee AAA
ITEM 7. 09/10/2023 AAA
ITEM 7 Charitable Funds Committee Highlight Report 9 October 2023
- 7.1 CONSENT ITEMS
The items that follow are for information only. Should a member wish to discuss any of these items they are requested to notify the Chair so that time may be allocated to do so.
- 8 Charity Committee Minutes
ITEM 8. 05/07/2023 Minutes
ITEM 8.1 Charity Committee 5 July 2023 Minutes
- 8.1 10:25 – CLOSING ITEMS
- 9 Reflections & Summary of Decisions and Actions
- 10 Any Other Business
- 11 Date and Time of Next Meeting 25 January 2024



MEETING OF THE [CORPORATE] BOARD OF TRUSTEES WELSH AMBULANCE SERVICES NHS TRUST CHARITY

Held in Open on Thursday 16 November 2023 from 09:30 to 10:30

Meeting held Via Microsoft Teams & In-person in the Cardiff Make Ready Depot, Pontprennau

AGENDA

No.	Agenda Item	Purpose	Lead	Format	Time
OPENING ITEMS					
1.	Chair's welcome, apologies, and confirmation of quorum	Information	Colin Dennis	Verbal	5 mins
2.	Declarations of Interest	Information	Colin Dennis	Verbal	
3.	Minutes from Previous meeting 3.1 27 July 2023 3.2 Ratification of Chair's Action	Information	Colin Dennis	Paper	
4.	Action Log & Matters Arising <i>There are no open actions.</i>	Discussion	Colin Dennis	Paper	
ITEMS FOR APPROVAL, ASSURANCE AND DISCUSSION					
5.	WAST Charity: Future Resourcing	Approval	Estelle Hitchon	Paper	30 Mins
6.	Charity Governance	Assurance	Trish Mills	Paper	15 mins
7.	Charity Committee AAA 7.1 09/10/2023 AAA	Assurance	Ceri Jackson	Paper	5 Mins
CONSENT ITEMS					
The items that follow are for information only. Should a member wish to discuss any of these items they are requested to notify the Chair so that time may be allocated to do so.					
8.	Charity Committee Minutes 8.1 05/07/2023 Minutes	Information	Ceri Jackson	Paper	-
CLOSING ITEMS					
9.	Reflections & Summary of Decisions and Actions	Discussion	Colin Dennis	Verbal	5 mins



10.	Any Other Business	Discussion	Colin Dennis	Verbal	
11.	Date and Time of Next Meeting 25 January 2024	Information	Colin Dennis	Verbal	

Lead Presenters

Name	Position
Colin Dennis	Chair of the Trust Board (Sole Corporate Trustee)
Estelle Hitchon	Director of Engagement and Partnerships
Ceri Jackson	Chair of the Charity Committee
Trish Mills	Board Secretary

**MINUTES OF THE OPEN SESSION OF THE CORPORATE BOARD OF TRUSTEES
 OF THE WELSH AMBULANCE SERVICES TRUST NHS CHARITY
 HELD ON 27 JULY 2023 IN CARDIFF AMBULANCE STATION AND VIA TEAMS**

Meeting started at 14:18

MEMBERS PRESENT:

Colin Dennis	Chair of Trust Board
Jason Killens	Chief Executive
Lee Brooks	Executive Director of Operations
Kevin Davies	Vice-Chair of Trust Board
Bethan Evans	Non-Executive Director
Paul Hollard	Non-Executive Director
Ceri Jackson	Non-Executive Director (Via Teams)
Brendan Lloyd	Executive Medical Director
Rachel Marsh	Executive Director of Strategy, Planning & Performance
Chris Turley	Executive Director of Finance & Corporate Resources
Hannah Rowan	Non-Executive Director (Via Teams)
Joga Singh	Non-Executive Director
Martin Turner	Non-Executive Director
Liam Williams	Executive Director of Quality & Nursing

IN ATTENDANCE:

Estelle Hitchon	Director of Partnerships & Engagement
Navin Kalia	Deputy Director of Finance & Corporate Resources
Angela Lewis	Director of Workforce & Organisational Development
Trish Mills	Board Secretary
Steve Owen	Corporate Governance Officer (Via Teams)
Hugh Parry	Trade Union Partner
Alex Payne	Corporate Governance Manager
Leanne Smith	Interim Director of Digital Services
Andy Swinburn	Director of Paramedicine
Damon Turner	Trade Union Partner

08/23 Welcome and Apologies and Minutes

- 08.1 No apologies were recorded. The Chair noted that a minimum quorum of five voting members of the Trust Board were required for Corporate Board of Trustees to achieve quorum, and that there were sufficient members in attendance.
- 08.2 The Chair noted this meeting was held in public. The minutes of the meeting held on 16 February 2023 had been agreed earlier in the year and were presented today as a formal record.

RESOLVED: The minutes of the meeting held on 16 February 2023 were presented as a formal record.

09/23 Declarations of Interest

- 09.1 There were no declarations of interest above those already recorded in the Register of Interests for the members of the Trust Board for the Welsh Ambulance Services NHS Trust.

10/23 Proposal for the Future Management Arrangements for the Welsh Ambulance Services NHS Trust Charity

- 10.1 As background information, Jason Killens explained that the future management arrangements for the Welsh Ambulance Services NHS Trust Charity were discussed at a recent Board of Trustees Development Day on 27 April 2023 following receipt of an independent strategic review of the charity, which was undertaken by Tarnside Consulting
- 10.2 He presented the report which set out to propose that the Trust appoint a Head of charity on pay band 8a. Once established this person would recruit a fundraising officer, potentially on band 6.
- 10.3 The costs for these posts to include employers on costs and the proposed 5% pay award for this financial year were £65k per annum for the band 8a post, and £45k per annum for the band 6 post. The 8a post would be recruited on a permanent basis with the band 6 on a fixed term contract, initially for two years.
- 10.4 Subject to a successful funding request to the Charity Committee, it was proposed that the Fundraising Officer be funded from charitable funds. A decision on extending the appointment of the Head of charity and the Fundraising Officer beyond the initial two-year period will be subject to the review on strategy, fundraising and return on investment, but with the intention that, in future, both posts would be funded via the charity.

- 10.5 Chris Turley expressed his concern that should the charity funds money not be available for any reason to pay the salaries of the new posts, it could be an issue going forward. Estelle Hitchon added that the funding of the 8a post through the charities fund would potentially deplete a significant amount of that fund.
- 10.6 The Chair of the Charity Committee raised the point that the right support must be in place across the Trust to ensure the success of the charity, which should enable it to break-even going forward.
- 10.7 The Trustees discussed whether funding for the posts should either start to be funded from the charity funds or from the Trust's revenue funding. Given the changing financial situation they further discussed whether it would be prudent to initially fund these posts from charity funds and review the situation after 12 months. It was further considered whether the costs could be split equally on a 50/50 basis. Estelle Hitchon noted that the cost of the 8a post was held in the Communications Directorate budget against a higher post of an 8c. It was also considered whether funding for staff awards and ceremonies as an example, could be used from the charity funds. The Trustees were mixed in their opinion as to how the posts should be funded and discussed other financial options to facilitate the recruitment.
- 10.8 Jason Killens stressed that this was a meeting of the Board of Trustees of the Welsh Ambulance NHS Trust Charity and not a meeting of the Trust Board. Colleagues should therefore be mindful of their responsibilities to the charity as the Corporate Trustee. Since the original draft of the report there have been several changes in terms of context and circumstances. Should the Trustees believe the charity has the potential to succeed then it should, notwithstanding the potential risks involved, agree to facilitate recruitment of the posts.
- 10.9 Trish Mills pointed out that it would in the best interests to have a charity as some money was received in that way; therefore, the charity would need a person to work through all the governance issues involved. Chris Turley added that this meeting and previous discussions had given rise to several issues and valid points. He reiterated the point raised by Jason Killens that if the Trustees had the confidence the charity would work then the risk of using charitable funds to fund the posts should be taken. He outlined the current position of the charity funds, advising there was sufficient monies to fund the band 8a post. He added there will always be a charity as donations were received on a frequent basis.

10.10 Jason Killens summarised that the majority view was that there was an appetite to invest from the charity to recruit the posts as described, which were necessary to grow income for the charity. The phasing of these posts would be prudent to minimise financial exposure for the charity. The Trustees felt it was not appropriate to fund these posts from Trust revenue. On balance it was felt that the charity was more likely than not to give a return on investment and was therefore worth the risk. Joga Singh added that the position must be made very clear regarding the employment terms of conditions of the posts.

10.11 The Chair surmised that the submitted report was rejected and that a revised paper would be forthcoming to clarify the several issues discussed and points raised. The Chair concluded that it was not possible to approve the report as presented. In response to the views of the Trustees he asked that further work be undertaken to consider the risks involved with funding the posts from charitable funds, and that the report be brought back to the Board of Trustees at the earliest opportunity. The likely objectives of the Head of charity should be considered within this review. Ceri Jackson, Chair of the Charity Committee, stressed the importance of properly resourcing the posts.

RESOLVED: The Board of Trustees agreed that the report would be revised to include the issues discussed and clarify the points raised and be re-presented to the Board of Trustees at the earliest opportunity.

11/23 Charity Committee AAA – 5 July 2023

11.1 The report was presented as read.

RESOLVED: The report was received and noted.

12/23 Charity Committee Minutes

12.1 The Minutes of the Charity Committee dated 16 February 2023 and 5 April 2023 were received for information.

RESOLVED: The Minutes of the Charity Committee dated 16 February 2023 and 5 April 2023 were received.

13/23 Any Other Business

13.1 There was no other business to discuss.

14/23 Date & Time of the Next Meeting

14.1 The Chair noted that the date and time of this meeting is to be confirmed.

Meeting closed at: 15:20



AGENDA ITEM No	3.2
OPEN or CLOSED	OPEN
No of ANNEXES ATTACHED	0

**Ratification of Chair's Action: -
Board of Trustees Chair's Action: 2022/23 Charity Accounts Audit**

MEETING	Charity Board of Trustees
DATE	16 November 2023
EXECUTIVE	Chris Turley (Executive Director of Finance & Corporate Resources)
AUTHORS	Olaide Kazeem (Financial Services Project Accountant)
CONTACT	Chris.Turley2@wales.nhs.uk

EXECUTIVE SUMMARY

The Corporate Trustee is asked to RATIFY the Chair's Action made 13/10/23: - The below paper was issued to the Charity's Corporate Trustee (s) via email for decision by Chair's Action on the 09 October 2023. The Corporate Trustee considered the request and approved the recommendation effective 13 October 2023.

- This paper presents to the Charity's Board of Trustees for confirmation, the approach of reverting to an independent examination of the 2022-23 Charitable Funds accounts by Audit Wales;
- The Charity Committee received this paper today (09/10/2023) and endorsed this approach for approval by the Board of Trustees;
- The Board of Trustees is asked to reconfirm by Chair's Action, the Charity Committee's approval of an independent examination of the 2022-23 accounts of the Charitable Funds.

RECOMMENDED that the Charity Board of Trustees:

- Notes this update, and
- That the Corporate Board of Trustees gives approval of the Charity Committee's previously endorsed approach for there to be an independent examination for the 2022-23 Charity Accounts.

KEY ISSUES/IMPLICATIONS

Key highlights from the report for the group to note are:

- A full audit was carried out last year for 2021-22 Charitable Fund accounts.
- By virtue of our small financial size, we are not obliged to carry out a full audit by the Charity Commission.
- In addition, carrying out a full audit every year is not value for money for the Charity considering the cost.

REPORT APPROVAL ROUTE

WHERE	WHEN	WHY
Executive Management Team	-	Approval
Charity Committee	09 October 2023	Approval
Charity Board of Trustees	09 October 2023 (By email)	Approval

REPORT CHECKLIST

Confirm that the issues below have been considered and addressed		Confirm that the issues below have been considered and addressed	
EQIA (Inc. Welsh language)	NA	Financial Implications	YES
Environmental/Sustainability	NA	Legal Implications	YES
Estate	NA	Patient Safety/Safeguarding	NA
Ethical Matters	NA	Risks (Inc. Reputational)	YES
Health Improvement	NA	Socio Economic Duty	NA
Health and Safety	NA	TU Partner Consultation	NA

WELSH AMBULANCE SERVICES NHS TRUST

Charity Board of Trustees

2022/23 Charity Accounts Audit

INTRODUCTION

1. This paper presents to the Charity Board of Trustees a review of the request for independent examination of the 2022-23 Charitable Funds accounts by Audit Wales and seek reconfirmation of the Charity Committee's approval to revert to such an approach for this financial year.

SITUATION

2. The key points to note are as follows: -
 - There was a full audit of the 2021-22 Charitable Funds account by Audit Wales with disclaimer of opinion from the auditor relating to 2015-16 balances that he was *"unable to determine that the income for that year was correctly allocated between restricted and unrestricted income funds. Therefore, I cannot conclude that the allocation of the opening income fund balances of £737,000 and closing income fund balances of £531,000, between restricted and unrestricted income funds, is not materially misstated. The value of the income in 2015-16 over which we are unable to obtain assurance is £28,000."* The issue that gave rise to the audit opinion above specifically related to the 2015-16 financial year with all future financial years up to 2021-22 deemed to provide a true and fair view of all the transactions of the Charity in the opinion of Audit Wales.
 - More generally, the Charity is not obliged by the Charities Commission to carry out a full audit given its low financial size, income, and asset base.
 - It would be better practice and value for money to conduct a full audit once every three or five years and carry out independent examination (IE) in the intervening years. This approach has previously been agreed by the former Charitable Funds Committee.
 - The 2021-22 audit cost in excess of £12,000 as per figures reflected in the accounts. This does not represent value for money for the charity given its modest financial base. Discussions with Audit Wales have indicated that an IE of the 2022-23 accounts would not exceed £2,000.

3. Discussions with Audit Wales colleagues have further confirmed their support for the return to an IE for the 2022-23 Charity Accounts. In these discussions the context of the more technical 2021-22 qualification of the accounts was noted as part of this support, with the issue of how to manage the ongoing impact of this going forward being no different whether the in year accounts are now subject to an IE or a full audit. It is also evident that AW colleagues are planning their workloads on the assumption of the Charity reverting to its previously planned approach of an IE for 2022-23 accounts, progressing in this way which should therefore significantly reduce the risk of some of the issues encountered last year, and which resulted in a late filing of the Charity's accounts with Charity Commission, from reoccurring.
4. Audit Wales colleagues have asked that the Charity confirms its attended approach for the review of the 2022-23 Charity accounts as soon after the Charity Committee meeting on 9th October 2023 as possible.

RECOMMENDED that the Charity Board of Trustees:

- Notes this update, and
- That the Corporate Board of Trustees gives approval of the Charity Committee's previously endorsed approach for there to be an independent examination for the 2022-23 Charity Accounts.



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Welsh Ambulance Services
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AGENDA ITEM No	5
OPEN or CLOSED	Open
No of ANNEXES ATTACHED	0

WAST Charity: Future Resourcing

MEETING	Charity Board of Trustees
DATE	16 November 2023
EXECUTIVE	Director of Partnerships and Engagement
AUTHOR	Director of Partnerships and Engagement
CONTACT	estelle.hitchon2@wales.nhs.uk

EXECUTIVE SUMMARY
<ol style="list-style-type: none"> 1. The Corporate Trustee has previously supported the development of the WAST Charity as a "strategic enabler". This requires resource to deliver on that commitment. 2. A previous proposal that the Welsh Ambulance Services NHS Trust should fully fund two fixed term posts to progress this ambition was not supported. 3. A revised proposal is presented here for consideration by the WAST Charity Corporate Trustee

KEY ISSUES/IMPLICATIONS
<ol style="list-style-type: none"> 1. The Executive Leadership Team of the Welsh Ambulance Services NHS Trust is offering limited financial support, on a reducing scale over two years, to support the WAST Charity in meeting its strategic enabler ambition, with the balance of funding being provided by the Charity. 2. The WAST funds allocated by the Executive Leadership Team will come from existing budgets, at a level significantly below their discretionary limits, with no detrimental impact on the recruitment of front line staff. 3. The split of funding proposed is a 70:30 apportionment in favour of the WAST Charity in year one, and 85:15 apportionment in year two. 4. Funding beyond the initial fixed term two-year period would be a matter for Trustees and the Charity. 5. Total costs equate to some £88k in year one and £111k in year two. 6. The Trust's contribution equates to £26k in year one, and £17k in year two. 7. The Charity's contribution equates to £62k in year one and £94k in year two.

- 8. In year one, the Charity's contribution will be supported from the national fund and interest on investments.
- 9. Objectives and performance indicators for both governance / compliance improvements and income generation will be set and Trustees will be regularly apprised of progress against them.
- 10. Trustees are asked to confirm their support for the proposal and to commit Charity funds as outlined for an initial two-year period.

REPORT APPROVAL ROUTE

- Discussion at Charity Committee 09 October 2023
- Discussion by Executive Leadership Team, Welsh Ambulance Services NHS Trust, 07 November 2023

REPORT APPENDICES

Not applicable

REPORT CHECKLIST

Confirm that the issues below have been considered and addressed		Confirm that the issues below have been considered and addressed	
EQIA (Inc. Welsh language)	X	Financial Implications	Yes
Environmental/Sustainability	X	Legal Implications	Yes
Estate	X	Patient Safety/Safeguarding	X
Ethical Matters	X	Risks (Inc. Reputational)	Yes
Health Improvement	X	Socio Economic Duty	X
Health and Safety	X	TU Partner Consultation	Yes

Introduction

1. In 2022, the Welsh Ambulance Services NHS Trust (WAST) Charity commissioned a strategic review of its activity. The aim of the review was to support the Charity in understanding its opportunities for growth, identifying a range of options for the future of the Charity and the resources required to deliver those options.
2. Following completion of the review, three options were presented to the Corporate Trustee at its development meeting in April 2023, built on both the outcome of interviews with a range of Charity stakeholders, including trustees, and the expert insight of the consultant charged with undertaking the review, Patrick Boggon of Tarnside Consulting. As a reminder, those options were:
 - a) **Grass roots support:** for staff welfare and education and support for volunteers.
 - b) **A strategic enabler:** to fund specific projects / pieces of equipment, in addition to grass roots support outlined above.
 - c) **Enhanced service delivery:** to fund major new initiatives above and beyond NHS provision.
3. The Corporate Trustee opted to support the future development of the WAST Charity as a **strategic enabler**, allied to the Welsh Ambulance Services Trust's ambition to make a strategic and extended contribution to the urgent and unscheduled care system in Wales.
4. In order to enact this decision and deliver on the Charity's ambition, it was clear that investment would need to be made in suitably skilled staff.
5. At its July 2023 meeting, the Corporate Trustee considered an offer by the Welsh Ambulance Services NHS Trust to fund a Head of Charity post at a Band 8a for an initial period of two years, with a proposal that a Band 6 Marketing and Fundraising Officer be appointed subsequently, with that role being funded exclusively by the Charity.
6. This proposal was rejected by the Corporate Trustee, as it was felt that using significant Trust revenue funds to support Charity posts was inappropriate, given the challenging financial position of NHS Wales.
7. An alternative proposal is now detailed below for consideration by the Corporate Trustee.

Revised Proposal

8. In developing the proposal outlined below, discussions have been held with the Trust Chair, Chief Executive, Executive Director of Finance and Corporate Resources, Board Secretary, Executive Director of Strategy, Planning and Performance, Director of Partnerships and Engagement and Non-Executive Director Chair of the Charity Committee. The proposal was also discussed extensively at Charity Committee on 09 October 2023 and by the Trust's Executive Leadership Team on November 7. The views of Trade Union colleagues has also been taken into consideration.
9. The proposal remains that the minimum additional resource required to deliver compliant governance and deliver the strategic ambition is:
 - Head of Charity x 1 B8a
 - Fundraising/Marketing Officer x 1 B6
10. It is anticipated that these appointments will be phased over a period of 12 months.
11. The updated proposed funding model includes an element of "initial financial support" from the Trust's existing budgets within the discretion of the Trust Executives, as follows:
 - **Year 1:**
 - 1st six months: employ B8a Head of Charity post – funded 70% Charity 30% Trust
 - 2nd six months: employ a B6 funding-raising post based on the same cost apportionment
 - **Year 2:**
 - Continue with both posts, with tapering Trust support: 85% Charity and 15% Trust split. Posts will need to demonstrate significant delivery on objectives, including income generation.
 - **Year 3 and beyond:**
 - If there is a decision to continue, posts will need to be 100% Charity funded, and at the very least cost neutral or, in reality, turning a profit for the Charity.
11. A summary of costs and apportionment is shown in the table below:

	Year 1 £000s	Year 2 £000s	Year 3 and beyond * £000s
Band 8a	66	66	67
Band 6	23	45	46
Total costs	88	111	113
Funded by:			
Charity	62	94	113
Trust	26	17	0
Total	88	111	113

**if continued beyond this*

12. In the first instance, posts will need to be filled via secondment from an external organisation or on a fixed term contract.
13. Income generation and other objectives will be set for the Charity team, progress against which will be monitored by Charity Committee and reported to the Corporate Trustee.
14. It is proposed that, in year one (2024/25), the Charity's £62k contribution will be met from the National Fund (£46k) and its associated apportioned revaluation reserve (£16k).
15. In 2025/26, it is proposed that the two posts would be funded for 12 months on an 85:15 basis by the Charity and Trust respectively. This would amount to £94k in costs for the Charity. The expectation is that, by year two, growth in income would offset much of these costs, with any shortfall being met from core Charity funds.
16. The Head of Charity will be expected to identify funding sources as quickly as practicable, while also ensuring enhanced governance processes are established.
17. From year 3 the cost implication for the Charity would be in the region of £113k per year, based on current pay scales which would need to be self-financing and, ideally, generating profit in terms of increased income.
18. Were this not to be the case, then Trustees would need to consider their options, hence the proposal that the posts are recruited to as fixed term/secondment, minimising the exposure of the Charity to ongoing employment liability.
19. For completeness, the expected Trust contributions to the new staff costs would be £26k (30%) and £17k (15%) for 2024/25 and 2025/26 respectively, as outlined in the table above.

20. It should be noted that Trust costs will be met from existing budgets and will not have a detrimental impact on the recruitment of frontline staff.

Operational Implications

21. Investing in the WAST Charity infrastructure represents a significant opportunity to generate further income and in so doing, do more for patients and Trust staff, which would not otherwise be achievable from exchequer funds.

22. Similarly, a stronger, more effective and successful Charity would have a greater ability to support NHS patients and our people in line with its objects. This is particularly important when traditional financial investment is likely to be restricted because of the external financial environment.

23. While the Trust currently underwrites the majority of the overhead costs of the Charity, this is neither appropriate nor sustainable.

24. In the event that Trustees opt not to support the resourcing proposal as outlined, the options for the Charity become limited, reverting to a “thanking and banking” model.

25. Such a model would itself require some investment in additional resource, given that strengthening the compliance, reporting and statutory obligations of the Charity would remain, regardless of the level of income received.

26. On that basis, consideration would need to be given to the level of investment required from the Charity to meet these obligations, but without the benefit of further fundraising opportunity.

27. Similarly, the Charity would have limited ability to deliver a meaningful uplift in income as it would not have the infrastructure to continue to bid for funds from donors, including grants, fundraise effectively or deal with the governance and reporting requirements that such activities necessitate.

28. As such, there would need to be a moratorium on active fundraising and bid applications, thus closing an avenue of funding for the Trust to support its people, patients and the wider public.

Impact on “business as usual” activities

29. While it is acknowledged that funding of posts represents an additional cost to the Charity, its operation is currently heavily underwritten by the Trust.

30. While there remains a strong commitment to ensure bids for charitable funds, whether through the current Bids Panel or Bursary Panel, are encouraged, a

charitable funds policy is needed to ensure that there is clarity around the nature and value of such charitable bids, in line with Charity objects, the public benefit requirement and the principles of good governance. There is currently limited capacity to deliver such guidance in the short term.

31. Following advice from the Board Secretary, it is proposed that the current Bids and Bursary Panel arrangements be temporarily paused and Charity Committee be the responsible approval body for all charitable funds bids for a period. Bids would be reviewed by the Trust's Executive Leadership Team prior to submission to Charity Committee.
32. Interim guidance related to the public benefit requirement will be developed to guide the Charity Committee while the charitable funds policy is being developed and it may be that short, extraordinary meetings are needed to review any time sensitive applications.
33. This decision will be communicated to staff sensitively to ensure that bids can still be submitted but that a revised process may see some delay until there are resources available to support effective decision-making. Revised terms of reference and guidance will be developed to reconstitute a sub-committee of the Charity Committee as a longer-term solution.
34. Similarly, a decision to support the proposal will require sensitive communication so that staff and stakeholders understand the rationale for the decision, the opportunities it presents, and the concomitant impact for patients and staff.

Recommendation: Trustees are asked:

- (1) To approve the recruitment of a Head of Charity and Charity Marketing/ Fundraising Officer from 2024/25 for an initial period of two years (phased) to support the charity to become a strategic enabler, with the viability of both posts being regularly reported and formally reviewed at the end of the two-year period;**
- (2) To note the Trust's offer to support the Charity with a contribution of support funding, based on an apportionment of 70/30 in year one, and 85/15 in year two, with costs as outlined in paragraphs 15/16 above;**
- (3) To approve the Charity's contribution in year one (£62k) through use of funds from the national fund and the revaluation reserve;**

- (4) To note that appropriate objectives and key performance indicators will be developed and monitored by Charity Committee, with regular reporting to Corporate Trustee; and**
- (5) To agree to pause the Charity's Bid and Bursary Panels until appropriate resources are available to develop revised guidance for the allocation of charitable funds, with Charity Committee being the vehicle for approval of charity bids, following Executive Leadership Team review, in the intervening period.**



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AGENDA ITEM No	6
OPEN or CLOSED	OPEN
No of ANNEXES ATTACHED	0

Charity Governance

MEETING	Corporate Trustee
DATE	16 November 2023
EXECUTIVE	Trish Mills, Board Secretary
AUTHORS	Trish Mills, Board Secretary
CONTACT	Trish.mills@wales.nhs.uk

EXECUTIVE SUMMARY

1. This paper provides details on the governing documents of the charity and duties of the corporate trustee. It also provides an overview of compliance against the duties, noting that a further in-depth compliance review should take place when the charity is resourced with an operational lead.
2. The paper emphasises that when acting as the corporate trustee, governing bodies of NHS bodies must recognise that the charitable funds they are managing are distinct from exchequer monies, and they have separate and distinct responsibilities for the administration of charitable funds.
3. A task and finish group has been established to facilitate the development of the 2022-23 annual report and annual return. It is proposed that a draft of the annual report is circulated to for comment.
4. The corporate trustee is requested to:
 - (a) Note the update regarding the charity governance framework and Trustee duties.
 - (b) Receive assurance on the review of Trustee duties, noting that a full review against all elements of these duties and legislative and regulatory compliance should be undertaken when the charity is resourced with an operational lead.
 - (c) Note the establishment of a task and finish group to manage the development of the annual report and annual return, and that the annual report will be circulated to trustees ahead of its approval in January 2024.

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REPORT APPROVAL ROUTE

9 October 2023 – Charity Committee

REPORT APPENDICES

None

REPORT CHECKLIST			
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Confirm that the issues below have been considered and addressed		Confirm that the issues below have been considered and addressed	
EQIA (Inc. Welsh language)	NA	Financial Implications	NA
Environmental/Sustainability	NA	Legal Implications	YES
Estate	NA	Patient Safety/Safeguarding	NA
Ethical Matters	NA	Risks (Inc. Reputational)	YES
Health Improvement	NA	Socio Economic Duty	NA
Health and Safety	NA	TU Partner Consultation	NA

CHARITY GOVERNANCE

SITUATION

1. This paper sets out the charity governance framework and the duties of the corporate trustee.

BACKGROUND

2. The WAST Charity was formed under Declaration of Trust dated 19 July 1995. The original name was the North Wales Ambulance Services NHS Trust Charitable Fund with the North Wales Ambulance Services NHS Trust as Trustee holding £10 on trust. This was amended by Deed of Amendment dated 28 March 2000 to the Welsh Ambulance Services NHS Trust (WAST) Charitable Fund following the establishment of WAST.
3. The Charity Commission charity number is 1050084 and the objects under the Declaration of Trust state: *The Trustees shall hold the trust fund upon trust to apply the income and at their discretion so far as may be permissible, the capital, for any charitable purpose or purposes relating to the NHS.*
4. The Charity Commission overview for the WAST Charity shows its activities i.e., how it spends its money as: *Ambulance services in Wales receive numerous voluntary donations and gifts mainly from local communities within the principality. These are principally used to purchase amenities for the benefit of ambulance staff, together with providing additional training resources to further enhance the quality and standards of care provided by ambulance services in Wales.*
5. There is a further Declaration of Trust dated 19 March 1997 also started by the North Wales Ambulance Services NHS Trust as Trustee holding £78,090.49 on trust. This was similarly amended by a Deed of Amendment on 28 March 2000 to the Welsh Ambulance Services NHS Trust General Fund. Its objects in the Declaration of Trust are: *The Trustees shall hold the trust fund upon trust to apply the income and at their discretion so far as may be permissible, the capital, for any charitable purpose or purposes relating to the NHS wholly or mainly for the North Wales Ambulance Services NHS Trust.* Reference in the objects to the North Wales Ambulance Services NHS Trust was also amended to Welsh Ambulance Services Trust in the 2000 Deed of Amendment. This is shown as a WAST Charity linked fund (number 1050084-1) on the Charity Commission website and is reported in our charity annual report.

ASSESSMENT

WAST Governing Body as Trustee

6. 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 (likewise for the linked charity). 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.*

7. When acting as the corporate trustee, governing bodies of NHS bodies must recognise that the charitable funds they are managing are distinct from exchequer monies, and they have separate and distinct responsibilities for the administration of charitable funds.

8. The Charity Commission does not suggest that the corporate trustee convene separate meetings as such, but it must ensure that charity business is dealt with as a separate item on Board agendas with decisions separately recorded within the Board minutes or as separate minute. A practical approach to embed this separation is to run separate meetings for the Trust Board and the Board of Trustees.

9. The corporate trustees should meet as frequently as is necessary to exercise effective oversight of the charity and this should be at least twice a year to set budgets and oversee progress against plans and performance; to receive the effectiveness review of the Charity Committee and approve changes to its terms of reference and operating arrangements; and to sign off the annual report and accounts. Between these meetings it may be advisable to have the Charity Committee AAA report separated from the other Board Committees AAA reports on the Board agenda to delineate that difference.

Trustee Duties

10. Trustee duties can be summarised below as duties to ensure compliance, a duty of prudence, and a duty of care.

Compliance	Prudence	Care
<ul style="list-style-type: none"> - The charity complies with charity law and with the requirements of the appropriate regulator. As part of this they must ensure that the charity prepares its annual 	<ul style="list-style-type: none"> - Ensure the charity is and will remain solvent - Ensure the charity's income and property is applied solely for the purposes set out in its governing document and for no other purpose 	<ul style="list-style-type: none"> - Exercise such care and skill as is reasonable in the circumstances. - Act with integrity and avoid any personal or organisational conflict of interest.

Compliance	Prudence	Care
<p>report, returns and accounts as required by law.</p> <ul style="list-style-type: none"> - The charity does not breach any of the requirements or rules in its governing document. - Any fundraising activity undertaken by or in behalf of the charity is properly undertaken and that funds are properly accounted for. - Review the charities objects and ensure they are still relevant and workable. - Have regard to the guidance on public benefit when spending charitable funds. 	<ul style="list-style-type: none"> - Use charitable funds and assets wisely and only in furtherance of the charity's objectives, having regard to the guidance on public benefit - Avoid activities that might place the charity, its assets or reputation at risk - Take special care when investing the charity's funds - Ensure adequate financial management and control arrangements are in place - Ensure the charity's expenditure is applied fairly amongst those who are qualified to benefit from it - Not allowed the charity's income to accumulate unless there is a specific power of accumulation and a future use for it in mind - Have an agreed reserves policy that is reviewed regularly 	<ul style="list-style-type: none"> - Ensure they have appropriate risk management plans in place. - Consider using external professional advice where there may be a material risk to the charity.

11. With respect to these duties, a full review against all elements of legislative compliance should be undertaken when the charity is resourced with an operational lead, however in the meantime the corporate trustee may receive assurance of the following:

- (a) The Standing Financial Instructions of the Trust apply to both exchequer and charitable funds and delegated limits and responsibilities are set out in the Scheme of Matters Reserved to the Board and the Scheme of Delegation.
- (b) The Charity accounts are subject to an annual independent examination by Audit Wales, and for the 2021/22 accounts a full audit was conducted. A disclaimer of opinion was received only for the 2015-2016 balances with all future financial years up to 2021-22 deemed to provide a true and fair view of the transactions of the charity in the opinion of Audit Wales.
- (c) The Charity accounts, annual return, and annual report are presented to the Charity Committee and corporate trustee annually in accordance with Charity Commissioner requirements, noting that the filings for 2021/22 were 17 days late due to the delayed timetable for auditing the accounts. The Charity Commission were kept updated on the reasons for the delayed filing. The AAA report from the Charity Committee to the corporate

trustees for their 16 February 2023 meeting set this out in detail in the alert section.

- (d) The Charity does not currently actively fundraise.
- (e) Trustees received the Tarnside Consulting report at their meeting on 27 July 2023 which provided options for the strategic direction of the charity. Discussions continue on this and resourcing requirements to lead this work and review its purpose.
- (f) The Charity Committee, Bids Panel and Bursary Panel operate under approved terms of reference.
- (g) The Bids Panel and Bursary Panel report to each Charity Committee on their work plan and approvals provided in quarter. In turn the Charity Committee reports this in their highlight report to the corporate trustee. Approved Charity Committee minutes are also provided to the corporate trustee after each meeting.
- (h) In July 2023 the Charity Committee established interim arrangements for grant applications which are now approved by that Committee until such time as substantive governance arrangements are in place. Further interim governance arrangements will be proposed at the November 2023 corporate trustee meeting with respect to charitable expenditure.

12. When making decisions about charitable expenditure trustees must have regard to the guidance on public benefit and should:

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

Trustee liability:

13. Trustees who act in breach of their legal duties can be held responsible for consequences that flow from such a breach and for any loss the charity incurs as a result.

14. When the Charity Commission looks into cases of potential breach of trust or duty or other misconduct or mismanagement, it may take account of evidence that

trustees have exposed the charity, its assets or its beneficiaries to harm or undo risk by not following good practise.

15. Whilst the Standing Orders states that a Board member, who has acted honestly and in good faith, will not have to meet out of their personal resources any personal liability which is incurred in the execution of their Board function (excluding the reckless or those who have acted in bad faith), further confirmation is being sought as to the extension of that indemnity to the governing body as Trustee.

Duty to report serious incidents

16. A serious incident is an adverse event, whether actual or alleged, which results in or risks significant:

- harm to the charity's beneficiaries, staff, volunteers or others who come into contact with the charity through its work;
- loss of a charity's money or assets;
- damage to a charity's property;
- harm to a charity's work or reputation.

17. Whilst strictly speaking there is no legal duty to report serious incidents, the Charity Commission warns that failure to report may be considered mismanagement.

18. The Charity Committee held a discussion at the 30 January 2023 meeting as to whether the late filing of the 2021-22 audited accounts should be considered as a serious incident. Ultimately it was not reported.

The Annual Accounts, Annual Return and Annual Report

19. The annual filings for the charity include the annual accounts, annual return, and annual report. These must be filed within ten months of the end of the financial year and made publicly available.

20. A task and finish group has been established to coordinate the annual report and annual return. The intention is to circulate a draft of the annual report for comment to Committee members and the corporate trustee ahead of endorsement by the Charity Committee on 18 January 2024 and approval by the corporate trustee on 25 January 2024. All documents will then be filed with the Charity Commission by 31 January 2024.

RECOMMENDATION

21. The corporate trustee is requested to:

- (a) Note the update regarding the charity governance framework and Trustee duties.
- (b) Receive assurance on the review of Trustee duties, noting that a full review against all elements of these duties and legislative and regulatory compliance should be undertaken when the charity is resourced with an operational lead.
- (c) Note the establishment of a task and finish group to manage the development of the annual report and annual return, and that the annual report will be circulated to trustees ahead of its approval in January 2024.



CHARITY COMMITTEE HIGHLIGHT REPORT TO CORPORATE TRUSTEE

This report provides the Trustees with key escalation and discussion points at the last Committee meeting. A full list of items discussed appears at the end of the report to enable members to raise any questions to the Chair which have not been drawn out in the report.

Corporate Trustee Meeting Date	16 November 2023
Committee Meeting Date	9 October 2023
Chair	Ceri Jackson

KEY ESCALATION AND DISCUSSION POINTS

ALERT

(Alert the Trustees to areas of attention)

1. The Committee discussed further the **future management arrangements of the Trust Charity** to enable it to further increase its fundraising capability and impact. This includes the establishment and appointment of a Head of Charity and a Fundraising Officer. The intention is that this model will provide additional support to the Trust's employees and volunteers, while also having the potential to deliver additional discretionary services to provide better care for our service users.

In July 2023 the Committee supported a proposal that the Trust would underwrite the cost of an initial appointment (1x8a Head of Charity) with 1 x B6 (Fundraising Officer) being funded by the Charity for a defined period. That proposal not supported by Trustees on 27 July and a further proposal, benchmarked to other NHS Wales charity employees was received at this October meeting. This was:

Year 1 – Head of Charity (band 8a) is funded 70% from charitable funds and 30% from Trust funds; and that six months into Year 1 a Fundraising Officer (band 6) would be employed on the same percentage split;

Year 2 – The Trust support is tapered for both posts to 85%/15%; and

Year 3 – Both posts are 100% funded from charity as cost neutral or profit making.

It was stressed that the charity contribution above cannot come solely from national funds given the current balances, and that a contribution will be required from the other funds.

Whilst in principle members continue to agreed that the charity should be a strategic enabler, there were differing views on how the resources which are vital to support this were funded with the result that the Committee were not united in a position to be able to put to the Corporate Trustee. As a result, a further paper will be developed for consideration by the Corporate Trustee.

ADVISE



(Detail any areas of on-going monitoring, approvals, or new developments to be communicated)

2. The Corporate Trustee will be aware that the 2020-21 accounts of the charity were subject to a full audit. By virtue of the small size of the charity it is not obliged by the Charity Commission to carry out a full audit each year, and the cost of this is not value for money. However, it is recommended that a full audit is carried out every three or five years with independent examination of the accounts in the intervening years. It is recommended by the Committee, and supported by Audit Wales, that the **charity return to an independent examination for the 2022-23 charity accounts**. The Corporate Trustee will be asked to approve this by way of Chair's Action following this meeting.
3. A verbal update was provided on the **governance and fundraising of Community First Responders (CFRs)**. A risk has been drafted related to the fundraising by CFRs and will be further developed for the next meeting. The Volunteer Team are endeavouring to establish the fundraising landscape of CFRs with further proactive engagement with CFRs at the October Volunteer's Conference. The Committee will receive a more detailed update when this information is received and were keen to understand more fully any liability or exposure for WAST as a result of CFR fundraising.
4. The Committee heard from the **Hazardous Areas Response Team's (HART)** about their application to the Bids Panel for a memorial garden and staff welfare area. The bid was approved in the amount of £5,000 and Gavin Davies (HART Locality Manager) provided the Committee with the garden plan, and details of how it will be utilised and maintained. The Committee agreed that the level of engagement with staff and neighbours was excellent and thanked Gavin for providing the presentation.
5. A Charity Annual Filings Task and Finish Group has been established to steer the development of the **2022-23 Annual Report and Annual Return**. The Annual Report will be circulated in draft to members ahead of its formal presentation in January.
6. Members' **reflections** on the meeting included that hearing the lived experience was an important part of seeing how charitable funds are utilised. There was 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. There remains a sense the charity is moving forward incrementally but in small steps without dedicated resourcing.

ASSURE

(Detail here any areas of assurance the Committee has received)

7. 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 will be reproduced for the next Corporate Trustee meeting.
8. The **Charitable Funds Task and Finish Group** reported on their final meeting at the July Committee meeting, with this meeting receiving their formal closure report. The Group's primary purpose was to review various aspects of the charity's governance in parallel to the development of the strategy for the charity. Members noted the output of the Group relevant to 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 this meeting (see paragraph 3)
- (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 this meeting as were the requirements and approach to the 2021-22 annual report and annual return (see paragraph 7)
- (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.

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.

9. The **balance of funds** at 31st August is £405K comprised of £310K unrestricted funds; £24K in designated funds; and £71K in restricted funds. 1,090.14 investment units in the Charity Investment Fund (COIF) are held at a market value of £253k which has marginally increased from the July meeting. Whilst currently long term investments exceed total cash funds held by 2%, a large legacy is due to be received which will counter that therefore it is not intended to sell any units held at this time. That restricted legacy in the amount of £148K is to be used for Colwyn Bay station. Details of the ethical and responsible investment policy of the COIF were also received.
10. A verbal update on the progress of the **NHS Charities Together Grants** was received including the £315K Ambulance Grant which had been approved and instalment payments are beginning to be paid. This Committee will monitor the progress against grant conditions at each meeting.
11. The **Bids Panel** considered four applications since the last meeting. Two were agreed in principle awaiting further details (remembrance wreaths and Christmas dinners/hampers) and two were rejected including the incentive for the flu campaign and attendance by staff at the Navigator Conference, with neither being within the agreed guidelines for the use of charitable funds. It was agreed that the guidance used for the application of charitable funds needed review however capacity to do so was an issue in the absence of a dedicated charity lead. The issue of whether the Bids Panel's purpose required review was also discussed and the Chair of the panel provided assurance to the Committee of



the detailed consideration and discussion on each bid and application of the guidelines.

12. The Committee is making progress against its two **priorities for 2023/24**:

- 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; and
- 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.

RISKS

Risks Discussed: Risks identified include the following which will be developed over the coming months:

- CFR fundraising – see above
- Resource and capacity to manage the Charity
- Trustees – skills, roles and responsibilities and training.
- Compliance with legal and regulatory framework.
- Grants – administration, meeting conditions and evidence
- Governance and management of funds

New Risks Identified: Other than those above no new risks were identified in the meeting.

COMMITTEE AGENDA FOR MEETING

Bids Panel Lived Experience – HART Garden	Updated position on strategic review of the charity and resourcing	Finance update
Charity performance	Community First Responder Governance and Fundraising Update	Risk Management Report
Charitable Funds Task and Finish Group Closure Report	Charity Governance Report	Bids Panel Highlight Report
Committee priorities and cycle of business monitoring report		

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				
Estelle Hitchon				
Andy Swinburn		Jen Lloyd		



GIG
CYMRU
NHS
WALES

Ymddiriedolaeth GIG
Gwasanaethau Ambiwylans Cymru
Welsh Ambulance Services
NHS Trust

COMMITTEE ATTENDANCE

Name	5 April 2023	5 July 2023	9 October 2023	11 January 2024
Liz Rogers				
Trish Mills				
Hugh Parry				
Damon Turner				
Marcus Viggers				
Julie Boalch				
Jo Kelso				

	Attended
	Deputy attended
	Apologies received
	No longer member/not member

CONFIRMED MINUTES OF THE MEETING OF THE CHARITABLE FUNDS COMMITTEE HELD ON 5 JULY 2023 VIA TEAMS

MEMBERS:

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

IN ATTENDANCE:

Julie Boalch	Head of Risk/Deputy Board Secretary
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
Jen Lloyd	Business Manager (Clinical Directorate)
Trish Mills	Board Secretary
Hugh Parry	Trade Union Partner
Alex Payne	Corporate Governance Manager
Liz Rogers	Assistant Director of People and Culture
Marinela Stoicheci	Risk Officer
Lisa Trounce	Business Manager - Corporate Services

APOLOGIES:

Lee Brooks	Executive Director of Operations
Kevin Davies	Non-Executive Director & Committee Member
Bethan Evans	Non-Executive Director & Committee Member
Andy Swinburn	Director of Paramedicine
Chris Turley	Executive Director of Finance and Corporate Resources
Damon Turner	Trade Union Partner
Marcus Viggers	Trade Union Partner

23/23 WELCOME AND APOLOGIES

The Chair welcomed everyone to the meeting and noted that Marinela Stoicheci and Lisa Trounce were both new members of the Corporate Governance Team who would be observing the meeting. It was also noted that Jen Lloyd was in

attendance on behalf of Andy Swinburn with Navin Kalia in attendance on behalf of Chris Turley.

24/23 DECLARATIONS OF INTEREST

There were no additional declarations to those already recorded on the Trust register.

RESOLVED: That no new declarations were received.

25/23 MINUTES OF PREVIOUS MEETING

The Minutes of the meeting held on 5 April 2023 were approved as a correct record.

The Committee ratified a Chair's Action which took place on 28 June. The Chair's Action was required as a decision was needed prior to the end of June to take advantage of a Stage 3 Covid Recovery Grant from NHS Charities Together (NHSCT) for the sum of £88K.

This grant application will fund the following projects aimed at improving the mental wellbeing of our employees and volunteers and the recovery of our volunteers following the pandemic:

- Launch of volunteer development programme
- WAST sports provision
- Mind over mountains

RESOLVED: That the

1) minutes of the meeting held on the 05 April 2023 were approved as a correct record; and

2) Ratification of the Chair's Action for the submission of the NHS Charities Together grant submission, was recorded.

26/23 ACTION LOG

The action log was considered, reviewed, and updated. It was noted that a paper would be presented to and reviewed by the Executive Management Team relating to action 08/23b which would result in a future application to the Bids Panel if necessary. The item was closed.

Actions Qu09/02/23 and 14/23 were closed. Action 15/23 would remain open with the Director of Partnerships and Engagement sharing findings with members at a later date.

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

27/23 BURSARY PANEL LIVED EXPERIENCE –

The Head of Workforce Education and Development introduced Laura Wilson, a member of the Education Team who had accessed a bursary for a nonclinical specialism which showed the Trust's commitment to professions across the Trust being enhanced.

Laura was grateful for the opportunity to continue her education with support from the Bursary Panel, having just completed year one of her Masters in leadership, management, and research; something she was passionate about.

She went on to explain how simple she had found the application process overall and had seen the message put out to the organisation via Siren. Initially, Laura had to complete an online form to express her thoughts on why it was important to her, together with the benefit to the Trust. Laura was fully supported by her team during this process.

Hugh Parry confirmed he was a member on the Bursary Panel and asked if anything further could be done to support applications in the goal and outcome areas, as this was a field that staff seemed to have most difficulty in articulating. It was suggested that staff would benefit from reading the strategies and vision documents to align their approach. A prospective applicants forum was also discussed, which members thought was a good suggestion.

Members discussed bursary funding and the fine line between what is beneficial to the organisation and what is in line with the Charitable purpose. It was agreed that this formed part of the maturity journey for the charity.

28/23 INTERIM GOVERNANCE ARRANGEMENTS

The Director of Partnerships and Engagement confirmed that the Board of Trustees was due to receive a paper for decision on the arrangements for substantive leadership for the charity at its meeting at the end of July.

As the charity begins to develop and opportunities for grant applications expand, it has become clear that interim governance arrangements in relation to grant applications are required. This is to ensure proper oversight of grant applications and that they have been subject to appropriate governance procedures prior to application for funds.

There are a number of external sources of funding available to support the activities of the Trust's charity, and by extension the wider Trust. Whilst some funding available from NHSCT is ring-fenced to the charity, bids still needed to

be made for it to be drawn down. Funding can also be available on a competitive bidding basis from a range of potential funders, including charitable trusts and foundations.

While the Bids Panel has a limit of £50k, it is felt to be more appropriate for the Executive Management Team to review draft bids for submission, followed by review and sign off from the Charity Committee as opposed to the Bids Panel.

The recommendation in the paper proposes this revised interim arrangement for the review and sign-off of bids for charitable funds, until further notice. It was noted that this process would be reviewed once the Head of Charity was in post. A communications piece would be published to advise Trust colleagues of the new process.

Members were keen to avoid future Chair's Actions for such business and agreed an extraordinary meeting of the Committee would be more appropriate if it did not fall within the meeting schedule (in line with the new arrangements) Members were also keen to ensure that grants should be utilised appropriately to avoid reputational damage, which could hinder future applications.

Members suggested that grant applications for lower sums of money could be reviewed by a smaller group of Executive colleagues, instead of a full meeting of the Executive Management Team. Estelle Hitchon stated that she would discuss this with Trish Mills and Navin Kalia, and feedback accordingly.

RESOLVED: That

1) The Charity Committee supported the proposed interim governance process for grant submissions as outlined above until further notice; and

2) The Charity Committee supported the issuing of an internal communication to alert WAST colleagues to the revised process.

29/23 PROPOSAL FOR THE FUTURE MANAGEMENT ARRANGEMENTS FOR THE WAST CHARITY

The Chair gave a brief update of the discussion at a recent Board Development session, by way of background for those who were not in attendance.

Members received a proposal for the future management arrangements of the Trust charity to enable it to further increase its activities and fundraising capability. This would include the establishment and appointment of a Head of Charity and a Fundraising Officer initially on two-year fixed term contracts.

The intention is that this model will provide additional support to the Trust's employees and volunteers, while also having the potential to deliver additional discretionary services to provide better care for our service users.

The Chair noted that salary may be pitched too low, and that in order to attract someone with sufficient experience this may need to be reconsidered. The Members noted that the internal communications in respect of the use of charitable funds would be important. The Committee reviewed the proposal and endorsed for submission to the Board of Trustees at the end of the month.

RESOLVED: That

1) The proposed ambition that, over time, the charity becomes a Strategic Enabler in supporting the Trust's overall ambition be supported;

2) The Committee supported the establishment and appointment of a Head of Charity at band 8a and Fundraising Officer at band 6 (subject to job evaluation) on the basis of an initial two-year fixed term contract be supported; and

3) The indicative Head of Charity role objectives be endorsed.

30/23 CHARITY FUNDS FINANCE UPDATE

The Deputy Director of Finance and Corporate Resources spoke about the key issues within the report. The funds balance was reported as £402K as at 31st May with 1,090.14 investment units at a market value of £249k which was only a marginal increase from February.

Whilst currently the long-term investments exceed the total cash funds held by 3%, a large legacy is due to be received which will counter that, therefore it is not intended to sell any units held.

The Committee approved the request to seek an extension for the NHS Charities Together (NHSCT) Development Grant of £35k to enable the Trust to utilise the funds by the end of the calendar year.

A grant for the amount of £315K had been secured from NHSCT, with a further £250k direct from Commissioners to St John Ambulance Cymru; however there remains a potential gap in funding for the provision of the Connected Care Cymru initiative which does present some risks.

Members expressed concern on the potential issues this raises if additional funding cannot be raised to meet the conditions of the grant. The Committee will have oversight of the monitoring returns to NHSCT for all grants in future meetings and were assured that issues of governance raised earlier were being addressed with the confirmation of the Director of Partnerships and Engagement

as Executive Lead for the charity and risks being captured.

Members discussed the need for two separate papers going forward; one providing the finance update and a separate paper providing an update on the position of grant funding and bids. to provide the finance update and a separate paper on grants.

RESOLVED: That

- 1) An extension be sought for the use of the £35K grant funding from NHSCT to allow the charity more time to work through its strategy in managing the grant funds appropriately;**
- 2) The risk associated with the potential gap in funding to meet the conditions of the grant for £315k be noted;**
- 3) The Director of Partnerships and Engagement was confirmed as the Executive Lead for the charity, and**
- 4) Separate papers relating to financial performance and performance in respective of grants would be provided at future meetings.**

31/23 INVESTMENT POLICY

The Deputy Director of Finance and Corporate Resources confirmed that the amendments to the policy were mainly administrative, and the policy had complied with the Trust's policy review process. The policy has been reviewed by the Policy Group.

Members discussed ethical investment considerations and whether it was necessary to reflect this in the policy. It was agreed that this was a related but separate matter, and it was asked that a commentary on the Trust's ethical investments position be brought to the Committee at a later date within the Finance Update.

RESOLVED:

The Committee approved the revised Charitable Funds Investment Policy.

32/23 RISK MANAGEMENT REPORT

The Head of Risk/Deputy Board Secretary confirmed that progress was being made in identifying, assessing, and articulating the risks for the charity. A suite of risks would be brought to the October meeting.

A risk register had been developed and would be presented at each meeting going forward with two key risks currently relating to (1) Charity Governance – (lack of internal processes and governance structures) and;

(2) Reputation due to the late filing of the annual return being articulated which

would be scored and mitigations applied for fuller review at the October meeting. Other risks were identified and would be developed over the next few months.

RESOLVED: That

- 1) The Committee noted the development of the new suite of charity risks;**
- 2) The Committee noted the development of the charity risk register;**
- 3) The Committee noted the inclusion of the 'Charity Governance' risk on the register;**
- 4) The Committee noted the inclusion of the 'Late Filing of Charity Annual Return' risk on the register.**

33/23 CHARITABLE FUNDS TASK & FINISH GROUP HIGHLIGHT REPORT

A report was provided for Members on the work undertaken by the Charitable Funds Task and Finish Group relevant to its remit. It was agreed that a final meeting of the group would take place on 12 July 2023 and a close out report would be circulated to the Committee and presented in October.

The group had reviewed options for centralising funds and devolving authority for spend, fundraising arrangements for CFRs, policy and compliance requirements for the charity, and charity risks.

With respect to the review of options to devolve authority to Directorate fund managers, it was recommended that progression of this work be an action for the Bids Panel, for discussion and approval by the Charity Committee.

Work in respect of the funding arrangements for Community First Responders arena had not been progressed by the Task & Finish Group due to other pressures and it was recommended that this be received by the Committee at its meeting in October as a stand-alone item.

With respect to the task to develop a charity compliance register, it was recommended that the Board Secretary and the Charity Finance Officer develop the compliance register and that this be received by the Committee at its meeting in October.

RESOLVED:

That the progress made detailed in the Charitable Funds Task and Finish Group Closure report was noted and the recommendations accepted.

34/23 BIDS PANEL HIGHLIGHT REPORT

The Committee received the highlight report from the meeting of the Bids Panel held on 29 June 2023. The Panel considered nine applications since the last

meeting and approved a total spend of £6,016, which included the refurbishment of two rooms into Zen rooms at Vantage Point House (VPH), a TV, air fryer, a memorial bench for the late Huw Philips and a sound bath experience (related to wellbeing) in VPH. Feedback will be sought on the staff experience from these purchases, including as part of the lived experience for a future Committee meeting.

Two applications were not discussed in detail as one of the applications related to improving the outdoor space at Ty Elwy. Work was already ongoing in the background looking at biodiversity together with elements included within the request. The other application related to an issue with a leased building, and it was advised that the requestor contact the Trust's Estates Team help desk for advice. One application was unsuccessful on this occasion.

RESOLVED:

That the Bids Panel Highlight Report from June 2023 was received, and that feedback from the successful applications be fed back by way of the lived experience for a future meeting.

35/23 BURSARY PANEL UPDATE

The Bursary Panel approved six applications totalling £4,063, including a call handler who is benefiting from a programme to support their long-term future at the Trust.

Further discussion is to take place at the next Committee meeting on the future allocation of funding for bursaries, as these are currently funded from the revaluation reserve.

Members discussed the potential pay back of funds by successful applicants should they leave the Trust within a specific timeframe and agreed it could be progressed if required.

RESOLVED:

That the Bursary Panel Report from the April 2023 meeting was received, and the discussion regarding the allocation of funding for bursaries will be reviewed and brought back to a future meeting of the Committee.

36/23 COMMITTEE CYCLE OF BUSINESS 2023-24

The Board Secretary confirmed that this was a similar format to that received by other Committees. The need to flex some items was noted and no issues were raised. Members were content with the report.

RESOLVED: That the Cycle of Business for 2023-24 was approved.

37/23 COMMITTEE PRIORITIES & CYCLE OF BUSINESS MONITORING REPORT

It was noted that the Committee was making good progress against its two priorities for 2023/24:

- 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, and
- 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.

RESOLVED: That the progress was noted.

38/23 CHARITY COMMITTEE REPORT TO BOARD [APRIL 2023]

The Committee received the Charity Committee (previously the Charitable Funds Committee) Highlight Report to the Board from its meeting in April 2023. There were no alerts raised from this meeting.

39/23 BIDS PANEL MINUTES [MARCH 2023]

The Committee received the minutes of the meeting of the Bids Panel from the meeting held on the 23 March 2023.

40/23 ANY OTHER BUSINESS

The postponement earlier in the year of the face-to-face meeting was raised. Members were content with the virtual meetings and felt they worked well. A potential hybrid meeting could be arranged if needed.

41/23 DATE OF NEXT MEETING – 9 October 2023

The next meeting of the Committee is scheduled for the 09 October 2023.