

**MINUTES OF THE OPEN SESSION OF THE CORPORATE TRUSTEE BOARD
 OF THE WELSH AMBULANCE SERVICES TRUST NHS CHARITY
 HELD ON 16 NOVEMBER 2023 IN CARDIFF AMBULANCE STATION AND VIA
 TEAMS**

Meeting started at 09:30

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 (Via Teams)
Bethan Evans	Non-Executive Director (Via Teams)
Paul Hollard	Non-Executive Director
Ceri Jackson	Non-Executive Director
Rachel Marsh	Executive Director of Strategy, Planning & Performance
Chris Turley	Executive Director of Finance & Corporate Resources
Hannah Rowan	Non-Executive Director (Via Teams)
Martin Turner	Non-Executive Director (Via Teams)
Liam Williams	Executive Director of Quality & Nursing

IN ATTENDANCE:

Estelle Hitchon	Director of Partnerships & Engagement
Caroline Jones	Corporate Governance Officer (Via Teams)
Angela Lewis	Director of Workforce & Organisational Development
Trish Mills	Board Secretary
Steve Owen	Corporate Governance Officer (Via Teams)
Alex Payne	Corporate Governance Manager
Jonny Sammut	Director of Digital Services (Via Teams)
Andy Swinburn	Director of Paramedicine (Via Teams)
Damon Turner	Trade Union Partner

APOLOGIES

Brendan Lloyd	Executive Medical Director
Hugh Parry	Trade Union Partner
Joga Singh	Non-Executive Director

15/23 Welcome, Apologies and Minutes

- 15.1 Apologies were recorded for Brendan Lloyd, Hugh Parry, and Joga Singh. The Chair noted that a minimum quorum of five voting members of the Trust Board was required for Corporate Board of Trustees to achieve quorum, and that there were sufficient members in attendance.
- 15.2 The minutes of the meeting held on 27 July 2023 were agreed.

RESOLVED: The minutes of the meeting held on 27 July 2023 were presented as a formal record.

16/23 Declarations of Interest

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

17/23 RATIFICATION OF CHAIR'S ACTION – CORPORATE TRUSTEE CHAIR'S ACTION: 2022/23 CHARITY ACCOUNTS AUDIT

- 17.1 The Corporate Trustee ratified the decision made by Chair's Action on the 13 October 2023 regarding the audit approach for the examination of the 2022-23 Charitable Funds accounts by Audit Wales.
- 17.2 The decision made by Chair's Action was for the audit approach – as recommended by the Charity Committee – to be the facilitation of an Independent Examination of the 2022-23 Charitable Fund account as opposed to a full audit.

RESOLVED: The Corporate Board of Trustees:

- (1) Ratified the decision by Chair's Action given on the 13 October 2023 regarding the facilitation of the Independent Examination by Audit Wales of the Charitable Fund Accounts for 2022-23.**

18/23 WAST CHARITY: FUTURE RESOURCING

- 18.1 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.

- 18.2 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. 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.
- 18.3 The Corporate Trustee opted to support the future development of the WAST charity as a strategic enabler, allied to the Welsh Ambulance Services NHS Trust's ambition to make a strategic and extended contribution to the urgent and unscheduled care system in Wales. For this to happen it was evident that investment would be required to recruit suitably skilled staff.
- 18.4 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. 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.
- 18.5 An alternative and revised proposal was developed through discussions at Executive Leadership Team (ELT) and in collaboration with Trade Union (TU) Partners. The proposal remained 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
- 18.6 The Chair commented that the decision-making power for the charity's strategic enablement resided with the WAST Trust Board acting as the Corporate Trustee which must weigh up its legal responsibilities in relation to the management of a charity. The Corporate Trustee must also be cognisant there is good governance within the charity and be mindful on the use of funds. The ELT had put considerable effort into developing the revised plan. The Trustee must choose to approve the plan or if not, that would have implications on the scale and size of the charity going forward.

- 18.7 Ceri Jackson, Chair of the Charity Committee emphasised the urgency of deciding the way forward today and commended the positive efforts of the ELT in revising the proposal. She fully supported the proposal for the charity's advancement.
- 18.8 Kevin Davies highlighted the challenges and the associated risks particularly in respect of governance and fundraising. He stressed it was a delicate balance between the charity's ambition and managing the potential pitfalls. It was crucial that the Trust operated with transparency, efficiency, and upheld ethical standards, given the responsibility of the Trustee. He acknowledged there were known and unknown risks particularly around Community First responder (CFR) fundraising.
- 18.9 The Chair reiterated the points raised by Kevin Davies, adding that the charity must make proactive steps to improve overall transparency, improve executive support, and strengthen governance to help mitigate risks and rebuild trust with stakeholders. It was essential to prioritise both financial sustainability and community engagement, while ensuring accountability as the Trustee. This was pivotal in safeguarding the charity's reputation and fulfilling its mission effectively.
- 18.10 Hannah Rowan sought clarity on the following points:

With respect to line management for the new roles - given that the charity Committee met quarterly; she expressed concern regarding timely management, oversight, and accountability of the two new roles. The Chair advised that Estelle Hitchon would undertake line management. Estelle Hitchon added that the Charity Committee and the Trustee would monitor progress through defined objectives and milestones ensuring effective oversight and flexibility, which would be adjusted, as necessary.

Further details with respect to the role of Bernadette Mitchell in the finance department was sought. Bernadette currently manages the charity's finances, and it was noted her role had not been referred to in the report and queried whether her role would continue and how it fitted into the plan. Chris Turley advised that her post was currently funded by the Trust and was planned to continue. She works predominantly for the charity but not exclusively.

Whilst fully supportive of the proposal further information, was requested in terms of how these two new roles were sustainable and that the proposal will deliver the desired outcomes within the two-year timeframe. Estelle Hitchon outlined a two-phase plan for the charity. Initially the focus would be on understanding the charity's risk and opportunities over 6 months and following this, efforts would shift towards strengthening fundraising by bringing in specialised support.

- 18.11 Damon Turner voiced his support to the charity's growth but raised concerns about the use of existing legacy funds and their integration. He stressed the need to maintain staff welfare amidst the strategic changes. Additionally, he sought clarity on the TU role in this context. The Chair explained that the role of TU partners, the same as others in the meeting who were not Trustees, was to share their thoughts and views and that they be considered and inform organisational decision-making. He added that the Corporate Trustee had a legal duty to ensure funds were used appropriately and recognised that work was required to address long standing funds that had not been used, with the aim of fulfilling their intended purpose.
- 18.12 In response to a query as to why the Bids Panel and Bursary Panel meetings have been paused, Trish Mills explained that the current guidance for the Charity Committee regarding charitable fund spending and Trustee responsibilities was being strengthened. The current guidance being used by Bids Panel will therefore need to be amended and will include greater reference to the public benefit requirement of the operations of charities (in line with charity Commission guidance). To that end, the Bids and Bursary Panel have been paused temporarily, and it has been proposed that the Charity Committee be the responsible approval body for all charitable funds bids for a period of time. She added that it is not intended that TU Partners will not be involved in this new arrangement, but that the arrangements for approvals will change temporarily.
- 18.13 Jason Killens clarified that the role of TU Partners in terms of decisions relating to the Bids and Bursary Panels, was for their input and views to be considered. The ultimate responsibility for deciding fund allocation rested with the Corporate Trustee. There was no provision for TU Partners to have a direct veto or voting power in these decisions. The Trustees maintained accountability for ensuring the proper use of charitable funds. Damon Turner expressed a desire for TU Partners to be involved in reviewing any applications for funding, accepting they were not the decision makers. The Chair assured Damon Turner that the TU had significant influence and that many opportunities were afforded to them to garner and express their views throughout the organisation. It was recognised that while Hugh Parry had been unable to attend, he had emailed his thoughts and those were shared with Committee members as part of their considerations.
- 18.14 Estelle Hitchon assured the Corporate Trustee that work was underway to ensure that TU partners were involved in the decision-making process regarding any bids for charitable funds.
- 18.15 Paul Hollard commented that considerable progress has been made in clarifying roles and responsibilities between the charity management, the Corporate Trustee, and the WAST Trust Board. Distinguishing between these

entities was crucial for effective governance and ensuring that everyone understood their specific duties and boundaries. The importance of supporting staff and the public was fundamental to the charity's core mission.

- 18.16 Liam Williams explained that the role of charities, especially in NHS Wales, was evolving. There was a clear focus on governance, transparency, and the better use of charitable structures to better serve communities. Bodies like NHS Charities Together have highlighted the need for transformational resources and philanthropic efforts to enhance volunteer engagement and community resilience.
- 18.17 Ceri Jackson stressed the importance of running a charity efficiently was akin to running a business, which was crucial for its sustainability and effectiveness. This business-like approach would not only support the core mission but would also ensure that the charity could continue to benefit the staff and public eventually. The Chair agreed that the charity must be commercially minded for it to succeed. Adding a more commercial mindset did not necessarily mean losing grassroots connections, but rather integrating best practices to ensure sustainability and growth. A move towards greater professionalism and commercial acumen could enhance a charity's capacity to generate greater good.
- 18.18 The Chair referred to the previously agreed option as detailed in the report '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'. This option was reiterated as the direction of travel.

RESOLVED: The Trustee Board;

- (1) Approved 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) Noted 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 the report;**
- (3) Approved the charity's contribution in year one (£62k) through use of funds from the national fund and the revaluation reserve;**

- (4) Noted that appropriate objectives and key performance indicators will be developed and monitored by Charity Committee, with regular reporting to Corporate Trustee; and**
- (5) Agreed 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, noting the TU involvement.**

19/23 Charity Governance

19.1 The report was presented by Trish Mills which outlined details of the governing documents of the charity and duties of the Corporate Trustee.

Members were reminded of the key decisions about charitable expenditure and 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

It was noted that a Task and Finish Group has been established to complete the annual filings for 2022-23 and that the charity's Annual Report was being developed and would be ready for January 2024.

19.2 The Chair reminded everyone that both Executive and Non-Executive Directors acting as the Corporate Trustee shared equal responsibilities and duties, regardless of their role outside this group when acting as Trustee.

RESOLVED: The Trustee Board:

- (1) Noted the update regarding the charity governance framework and Trustee duties;**
- (2) Received 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; and**

- (3) Noted 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.**

20/23 Charity Committee Highlight report 9 October 2023

20.1 Ceri Jackson raised the following points:

- 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 would 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.
- Appreciation was given to Trish Mills and her team's diligent work, particularly in navigating the challenges involved especially around the task and finish group. It was felt that the inclusion of risks in recent reports further underscores the commitment to transparency and safety.

RESOLVED: The Charity Committee highlight report of 9 October 2023 was received.

21/23 Charity Committee Minutes – 5 July 2023

21.1 The Minutes of the Charity Committee dated 5 July 2023 were received.

RESOLVED: The Minutes of the Charity Committee dated 5 July 2023 were received.

22/23 Any Other Business

The Trustees were thanked for their support with the proposal discussed regarding the future resourcing of the charity. The Trustees welcomed the candid discussions, especially the contributions from TU Partners. The Trustee emphasised the importance of the open dialogue which would foster a more collaborative environment.

23/23 Date & Time of the Next Meeting

23.1 The Chair noted that the date and time of this meeting is on 25 January 2024.

Meeting closed at: 10:29