

## Bundle Corporate Board of Trustees 30 May 2024

### Agenda attachments

- ITEM 0 – Agenda – Corporate Board of Trustees – 30 May 2024
- 0 15:30 – OPENING ITEMS
- 1 Chair’s welcome, apologies, and confirmation of quorum
- 2 Board Member Register of Interests  
*Board Member Register of Interests*
- 3 Minutes from Previous Meeting – 25 January 2024  
ITEM 03 2024-01-25 Corporate Trustee Board – Draft Minutes
- 4 Action Log & Matters Arising There are no open actions.
- 4.1 ITEMS FOR APPROVAL, ASSURANCE AND DISCUSSION
- 5 15:35 – Charity Committee Effectiveness Review and Terms of Reference  
ITEM 05.1 Charity Annual Report 2023-24  
ITEM 05.2 Charity Committee TORs 24-25 FINAL for approval by Trust Board
- 6 15:45 – Charity Committee AAA – 4 April 2024  
ITEM 06 Charity Committee Highlight Report 4 April 2024
- 6.1 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.*
- 7 Charity Committee Minutes 18 January 2024  
ITEM 07 2024-01-18 Charity Committee Minutes
- 7.1 15:55 – CLOSING ITEMS
- 8 Reflections & Summary of Decisions and Actions
- 9 Any Other Business
- 10 Date of Next Meeting: 30 January 2025



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Welsh Ambulance Services  
University NHS Trust

## MEETING OF THE CORPORATE TRUSTEE WELSH AMBULANCE SERVICES NHS TRUST CHARITY

Held in Open on Thursday 30 May 2024 from 15:30 to 16:00

Meeting held in Cardiff MRD, Merton House, Croescadarn Close, Pontprennau, Cardiff, CF23 8HF and Via Teams

### AGENDA

No.	Agenda Item	Purpose	Lead	Format	Time
<b>OPENING ITEMS</b>					
1.	Chair's welcome, apologies, and confirmation of quorum	Information	Colin Dennis	Verbal	5 mins
2.	<a href="#">Board Member Register of Interests</a>	Information	Colin Dennis	Verbal	
3.	Minutes from Previous Meeting – 25 January 2024	Information	Colin Dennis	Paper	
4.	Action Log & Matters Arising <i>There are no open actions.</i>	Discussion	Colin Dennis	Paper	
<b>ITEMS FOR APPROVAL, ASSURANCE AND DISCUSSION</b>					
5.	Charity Committee Effectiveness Review and Terms of Reference	Approval/Assurance	Trish Mills	Paper	10 Mins
6.	Charity Committee AAA 4 April 2024	Assurance	Ceri Jackson	Verbal	10 Mins
<b>CONSENT ITEMS</b>					
<b>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.</b>					
7.	Charity Committee Minutes 18 January 2024	Information	Ceri Jackson	Paper	-
<b>CLOSING ITEMS</b>					
8.	Reflections & Summary of Decisions and Actions	Discussion	Colin Dennis	Verbal	5 mins



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9.	Any Other Business	Discussion	Colin Dennis	Verbal	
10.	Date and Time of Next Meeting: 30 January 2025	Information	Colin Dennis	Verbal	

### Lead Presenters

Name	Position
Colin Dennis	Chair of the Trust Board (Sole Corporate Trustee)
Ceri Jackson	Interim Vice Chair of the Trust Board and Non-Executive Director
Trish Mills	Director of Corporate Governance/Board Secretary

**MINUTES OF THE OPEN SESSION OF THE CORPORATE TRUSTEE BOARD  
OF THE WELSH AMBULANCE SERVICES TRUST NHS CHARITY  
HELD ON 25 JANUARY 2024 IN CARDIFF AMBULANCE STATION AND VIA  
TEAMS**

**Meeting started at 13:55**

**MEMBERS PRESENT:**

Colin Dennis	Chair of Corporate Trustee
Jason Killens	Chief Executive
Lee Brooks	Executive Director of Operations
Kevin Davies	Non-Executive Director
Bethan Evans	Non-Executive Director
Paul Hollard	Non-Executive Director
Rachel Marsh	Executive Director of Strategy, Planning & Performance
Chris Turley	Executive Director of Finance & Corporate Resources
Liam Williams	Executive Director of Quality & Nursing

**IN ATTENDANCE:**

Estelle Hitchon	Director of Partnerships & Engagement
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
Andy Swinburn	Director of Paramedicine
Damon Turner	Trade Union Partner

**APOLOGIES:**

Ceri Jackson	Non-Executive Director and Interim Vice Chair
Joga Singh	Non-Executive Director
Hannah Rowan	Non-Executive Director
Martin Turner	Non-Executive Director

## **01/24 Welcome, Apologies and Minutes**

- 01.1 Apologies were recorded for Ceri Jackson, Martin Turner, Hannah Rowan, and Joga Singh. The Chair noted that a minimum quorum of five voting members of the Trust Board was required for Corporate Trustee Board to achieve quorum and that there were sufficient members in attendance.
- 01.2 The minutes of the meeting held on 16 November 2023 were agreed.

**RESOLVED: The minutes of the meeting held on 16 November 2023 were presented and agreed as a formal record.**

## **02/24 Declarations of Interest**

- 02.1 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.

## **03/24 CHARITY ANNUAL REPORT AND ACCOUNTS 2022/23**

- 03.1 The Welsh Ambulance Services NHS Trust Charity Final Annual Report and Accounts for 2022/23, along with the Audit Wales (AW) report following their Independent Examination (IE) of these were presented to the Corporate Trustee. The Report and Accounts have been prepared in accordance with the Statement of Recommended Practice: Accounting and Reporting by Charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) issued on 16 July 2014, and the Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland (FRS 102) and the Charities Act 2011 and UK Generally Accepted Practice as it applies from 1 January 2015.
- 03.2 Chris Turley presented the Annual Report and Accounts for the WAST Charity for the financial year ended 31 March 2023, which had been Independently Examined by Audit Wales. The development of the Annual Accounts has been managed separately by finance colleagues but was aligned to the Annual Report delivery schedule and are presented as one document for approval by the Corporate Trustee.
- 03.3 The key highlights from the report were detailed as follows:
1. £34.6k income during the year;
  2. £153k expenditure during the year;

3. Net Charities Official Investment Fund (COIF) Investment loss of £13.3k, predominantly made up of losses earlier in the financial year, and which has been further recovered into 2023/24;
4. Resulting net movement in funds of (£131.7k)
5. During the year expenditure exceeded income by c£118k.
6. Loss on investments were recorded of c£13k, predominantly made up of losses earlier in the financial year, and which has been further recovered into 2023/24.
7. As a result of the above total fund balances fell by c£132k during the year.
8. Fund balances on 31 March 2023 amounted to £399k. These balances include restricted funds amounting to £67k.
9. Audit Wales have undertaken an Independent Examination of these documents and have no significant findings to report. This was confirmed to the Charity Committee on 18 January 2024. They had no significant issues to report and gave their endorsement for the Accounts to be submitted to the Corporate Trustee for approval.

03.4 The Charity's financial situation as a going concern was confirmed by the Corporate Trustee through the approval of the accounts. This statement means that the Corporate Trustee has agreed that the Charity can continue its operations and meet its liabilities as they fall due for a period of 12 months from the date of signing.

### **Annual Report**

03.5 Trish Mills provided a review of the developments in the Annual Report emphasising an increased expansion particularly regarding governance issues and expenditure on staff. The challenges faced during the winter period were addressed highlighting how benefits enhanced care standards. Moving forward there will be a focus on demonstrating the spending impact on patient outcomes, which will be detailed in future reports. Additionally, Audit Wales reviewed, rather than audited this specific report.

### **Comments:**

Following a query on the Audit Wales fee for their audit of the accounts Chris Turley explained that following the completion of the audit, the cost incurred came to £21,005 - an overspend of £9,005. Significant unplanned work was required due to the qualification of the accounts in 2021/22 and a richer skill mix was required for the audit, in addition to the later than planned start to the audit review. After lengthy discussions, Audit Wales accepted £5k of the increased cost and passed £4k to the Charity reluctantly, the Trust accepted this position. He added that the invoice had been paid and had been recognised in the accounts.

**RESOLVED: The Corporate Trustee approved the WAST Charity Annual Report and Accounts for 2022/23 and the Corporate Trustee confirmed its assessment of the Charity's financial situation as a going concern, prior to submission to the Charity Commission by the prescribed deadline of 31 January 2024.**

**04/24 CHARITY COMMITTEE AAA 18 JANUARY 2024 INCLUDES UPDATE ON HEAD OF CHARITY RECRUITMENT.**

04.1 In the absence of the Chair of the Charity Committee Ceri Jackson, Kevin Davies updated the Corporate Trustee on the following points from the Committee's meeting on the 18 January 2024:

1. The Committee heard a staff story from Toni-Marie Norman who spoke of her journey since starting with the Trust as an administration assistant, and the bursary support that allowed her to pursue the Business Management degree. This enabled her to undertake various secondments within the Trust from project support to resource co-ordination and currently working as a Deputy Business Manager within the Operations Directorate. Toni-Marie started a master's in technology and management in October. This story had been a good example of using the benefits of the bursary to enable career development within the Trust.
2. The Committee, following a lengthy discussion, have asked the Executive Leadership to look at the Community First Responder strategic review and provide feedback particularly around volunteering governance and fund raising. The Chair of the Corporate Trustee added that in terms of fundraising, he clarified the subtle distinction that the Community First Responders were volunteers for the Trust and whatever activities they pursue, it was the responsibility of the Trust to supervise that; it was not the responsibility of the charity unless they decided to raise funds specifically for the charity.
3. Estelle Hitchon stated that during the last meeting of the Corporate Trustee it was decided to temporarily halt the activity of the bids panel and the bursary panel for a governance review. After considering alternative models and consulting staff, including Trade Union colleagues, it was decided to reinstate both Panels with the lower threshold of £5k as it had been identified that most bids did not exceed this amount. The intention was therefore to reinstate the Panels pending the recruitment of a Head of Charity who will further assess the appropriateness of the mechanisms described once in post.

**RESOLVED: The update was noted, and the Corporate Trustee approved the reinstatement of the Bids Panel and the Bursary Panel.**

**05/24 CHARITY COMMITTEE MINUTES**

05.1 The Minutes of the Charity Committee from 9 October 2023 were received.

**RESOLVED: The Minutes of the Charity Committee dated 9 October 2023 were received.**

**06/24 Date & Time of the Next Meeting**

06.1 The Chair noted that the date and time of the next meeting is TBC.

Meeting closed at: 14:16

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## **CHARITY COMMITTEE ANNUAL REPORT 2023/24**

### **INTRODUCTION**

1. The Trust's Standing Orders and Committee Terms of Reference require that Board Committees evaluate their effectiveness annually and present an annual report to the Trust Board.
2. As the factors underpinning effective governance can change, for example as people leave, organisations restructure, or strategy shifts, regular reviews of Board Committees ensure governance remains fit for purpose.
3. Standing Orders, Committee terms of reference, and Codes of Governance provide that Boards should routinely assess the effectiveness of their governance arrangements, of which the Board's Committees form an integral part.
4. The Committee met on 18 January 2024 and reviewed its terms of reference, responses to questionnaires completed by members and attendees, and its operating arrangements. Discussions were also held with the Committee Chair and Executive Lead ahead of that meeting. This Annual Report reflects on the effectiveness of the Committee in 2023/24 and proposes changes to terms of reference.

### **PURPOSE OF THE COMMITTEE**

5. The purpose of the Committee set out in its terms of reference as amended is to:
  - (a) Contribute to the development of the charity's strategy and monitor its implementation.

- (b) Assure the Corporate Trustee that charitable funds are accounted for, deployed, and invested in line with legal and statutory requirements, taking account of the public benefit guidance.
- (c) Consider and endorse the annual report and accounts for approval by the Corporate Trustees; and
- (d) Raise the profile and reputation of the charity within the Trust.

## MEMBERSHIP AND ATTENDANCE

6. The Committee met four times as scheduled in 2023/24 and was quorate on each occasion.
7. The Committee is supported by the Chair and three Non-Executive Directors as members, and a number of core attendees. The chart below illustrates attendance of members and attendees as listed in the terms of reference for 2023/24. The Committee welcomed non prescribed attendees at various meetings as well as external guests.

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				Judith Bryce
Estelle Hitchon				
Andy Swinburn		Jen Lloyd		
Liz Rogers				
Trish Mills				
Hugh Parry				
Damon Turner				
Marcus Viggers				
Julie Boalch				
Jo Kelso				

	Attended
	Deputy attended
	Apologies received
	No longer member/not member

8. No changes to membership are proposed at this stage however the new Head of Charity and Fundraising Officer will both be prescribed attendees when they are recruited.

## COMMITTEE'S VIEWS ON EFFECTIVENESS

9. The Committee's effectiveness was assessed through a review of its terms of reference, responses to a questionnaire, discussion with the Chair and Executive Lead, and discussions at the 18 January Committee meeting.
10. The questionnaires provided an opportunity to gauge opinion on areas of good practice and areas that require improvement. Seventeen questionnaires were sent out with 11 responses being returned (a 64.7% return rate which was better than last year's which was 47%).
11. Respondents were asked 27 questions and were encouraged to provide free text answers to explain or expand on their choices. The responses were reviewed by the Committee on 18 January against the same questions from last year. Whilst priorities were set and cycles of business were in place, there were a number of challenging discussions this year on the future direction, resourcing, and governance of the Charity. The Corporate Trustee similarly had stretching but helpful discussions on their role and how that differed to their role as members of the Trust Board. Meetings of both the Charity Committee and the Corporate Trustee in Quarter 3 clarified some of the issues here. Whilst no doubt the turbulence of the issues members faced this year is reflected in responses to questions, the appointment of a single executive lead and the recruitment in 2024 of a Head of Charity and thereafter a Fundraising Manager will provide the much-needed focus, skills, knowledge, and governance support the Charity needs to deliver the strategic direction it has set.
12. The challenge was felt to have been positive in shaping the future direction of the Charity as a strategic enabler and supporting its growth.
13. The Committee has a cycle of business that is aligned to its terms of reference. All matters scheduled for oversight and review have been brought to the Committee and in this respect, it has discharged its responsibilities in providing assurance to the Board. The Committee's business in 2023/24 included:
  - (a) The charity commissioned a **strategic review** and Tarnside Consulting presented a series of options for consideration:
    - Option 1 – grass roots: Fundraising as a service function with modest growth in fundraised income;
    - Option 2 – strategic enabler: Fundraising as a strategic enabler with significant growth in fundraised income targeting larger charitable trusts and major giving from individuals; and

- Option 3 – enhanced strategic delivery: WAST as a fundraising organisation with significant growth in all income streams.

Option 2 was recommended to the Corporate Trustee and was approved.

- (b) At its July and October meetings the **resourcing of the Charity** was discussed in detail as were differing models to fund this. It was subsequently agreed at the November Corporate Trustee meeting to approve the recruitment of a Head of Charity and Charity Fundraising Officer for an initial period of two years with the contribution of support funding based on an apportionment of 70% Charity and 30% Trust in year one, and 85%/15 in year two.
- (c) 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 was also presented to the November Corporate Trustee meeting.
- (d) **Lived experiences** from those who have benefited from charitable funds was a welcomed introduction this year as a result of the 2022/23 effectiveness review. The Committee heard from:
- Bron Rebelo and Angela Roberts who took part in **Mind Over Mountains** events funded by the charity, which offers our people professional mental health support, bringing together hill-walking, mindfulness and time with experienced coaches and counsellors in an unhurried, unpressured setting;
  - Laura Wilson, Learning and Development Manager. Laura is a paramedic who accessed the bursary to support her **Masters in leadership, management and research** which will enhance her role in the learning and education team;
  - The Hazardous Areas Response Team's (HART) about their application to the Bids Panel for a **memorial garden and staff welfare area**; and
  - Toni-Marie Norman spoke of her journey since starting with the Trust as an administration assistant, the bursary support allowed her to pursue the **Business Management degree**, which enabled her to undertake various secondments within WAST from project support to resource co-ordination. and Toni-Marie is currently working as a Deputy Business Manager within the Operations Directorate. Toni-Marie started a Master's in Technology and Management in October.

- (e) A **financial report** was received at each meeting setting out fund balances and investment units. Details of the ethical and responsible investment policy of the Charity Investment Fund was also received. The Charity was successful in its application for a number of **grants from NHS Charities Together** this year and the Committee reviewed these and will focus on the progress against set milestones for these grants in 2024/25. The Committee approved interim governance arrangements for grants at its July meeting, confirming they will be the forum at which grant applications are approved in the interim.
- (f) The **Bids Panel** and the **Bursary Panel** reported on the applications it reviewed and approved. Each of these were reported to the Corporate Trustee by way of the Committee AAA report after each meeting.
- (g) The Committee approved the **Charitable Funds Investment Policy** in July.
- (h) A **charity risk register** was developed, and the Committee reviewed the articulation of risks related to governance and to reputational damage due to late filing of the annual return and accounts. Several other risks have been identified including resource and capacity to manage the Charity; Trustees – skills, roles and responsibilities and training; compliance with legal and regulatory frameworks; grants – administration, meeting conditions and evidence; governance and management of funds; and volunteer fundraising.
- (i) With respect to the risk related to volunteer fundraising, updates were provided on the **governance and fundraising of Community First Responders** (CFRs). The Volunteer Team are endeavoured to establish the fundraising landscape of CFRs with further proactive engagement with CFRs at the Volunteer’s Conferences. The Committee received a summary of this at their January 2024 meeting and agreed that this would be referred to the Executive Leadership Team to recommend a way forward given that CFRs come under the purview of the Trust rather than the charity.
- (j) Options for the examination of the charity accounts for 2022-23 were discussed and a recommendation for the charity to return to an **independent examination of the 2022-23 charity accounts** was made to the Corporate Trustees given that a full audit was carried out in 2021-22. Development of the 2022-23 annual report and annual return was steered by a Charity Annual Filings Task and Finish Group reporting to the Assistant Directors Leadership Team. The unamended and unqualified independent examination of the **financial accounts and the annual report 2022/23** were presented to the

Committee in January 2024. Both were recommended to the Corporate Trustee for approval ahead of their submission to the Charity Commission.

- (k) Each meeting included a **reflections** session which was included a range of views on items before the members. These included *from the April meeting* - good attendance and quality of discussion; openness and honesty; succinct presentation on strategy but would have preferred it to be more directive with advice; good to hear of a lived experience if not somewhat operationally focused at times; *from the July meeting* - sense of momentum on the future direction of the charity; good quality and succinct reports; good discussion and debate; easy and comfortable to contribute; feels like we are covering the right content; diverse input; conversation reflects where we are on our journey as a charity and demonstrates the opportunities ahead of us; feeling of optimism and enthusiasm; *from the October meeting* - 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; charity is moving forward incrementally but in small steps without dedicated resourcing.
- (l) The **charitable funds task and finish group** completed its work this year and details of its work are set out below.
- (m) The Committee **cycle of business** was approved.
- (n) The **annual effectiveness review** was conducted in the January 2024 meeting.

14. The Board/Corporate Trustee received a AAA highlight report from this Committee by email circulation following each meeting which included alerts, advice, and areas of assurance. This was also presented to the next public Board meeting by the Chair of the Committee.

## **SUB-COMMITTEES AND TASK AND FINISH GROUPS**

- 15. The Bids Panel and Bursary Panel are the established sub-committees of the Charity Committee. As set out above, they report to the Committee by way of a AAA report and the Committee in turn reports to the Corporate Trustees on their work. The Panels were temporarily stood down in 2023 and then reinstated in January 2024, with the Bids Panel having a reduced threshold of £5k.
- 16. A Charitable Funds Task and Finish Group was established in 2022/23 to review various aspects of the charity's governance in parallel to the development of the

strategy for the charity. The group reported to the Committee at each meeting and closed their work in July noting progress against 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 the October Committee meeting as a standalone item.
- (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 the October meeting as were the requirements and approach to the 2021-22 annual report and annual return.
- (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.

17. 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.

## PROPOSED CHANGES TO THE TERMS OF REFERENCE

18. Extensive changes to the Terms of Reference for this Committee were made during the effectiveness reviews held in 2022. The proposed changes for 2024/25 align to the governance discussions held this year on the purpose of the Committee, clarity on its connection to the Corporate Trustee, and the need to make decisions with public benefit in mind. The level of approvals for the use of charitable funds has been reduced in line with changes on delegations for the Bids Panel. The changes in the Terms of Reference are marked up in [Annex 1] and include and a reduction in the non-executive director membership of the Committee from four to three (including the Committee Chair).
19. In addition, there will be some changes to operating arrangements which include:
- (a) Ensure that all actions are closed off appropriately in meeting and on actions and decisions logs.
  - (b) A separate Trade Union Partner (TUP) session is planned with Committee Chairs regarding their role on Committees and the Board.
  - (c) Committee and Corporate Trustee development session to be arranged in 2024/25 when Head of Charity in post.
  - (d) The effectiveness survey questions for 2024/25 to be tailored to the Charity and relationship with Corporate Trustee.
  - (e) Separate Corporate Trustee meetings will be held at least twice a year, and the Charity Committee AAA report will be listed separately on Board agenda in between these meetings.
  - (f) Consideration for member visibility to be increased through a bespoke list of areas/teams to visit and bringing back a short report on that in addition to the lived experience, as well as consideration for a spotlight on the Charity at future roadshows.

## COMMITTEE PRIORITIES

20. The Committee received an update on progress against its priorities at each meeting and as can be seen below, progress on agreed priorities has been good:
- (a) Priority 1: 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.  
As can be seen above, the focus of this year's work plan was on the strategic review which has resulted in a direction of travel agreed by the Corporate Trustee and a plan to resource the charity.

- (b) Priority 2: 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.  
As can be seen above, the Task and Finish Group discussed charity risks and a stand-alone report was brought through to the Committee and risks are now a standing item.
21. It is good practice for Committees to set priorities for the forthcoming year when they review their effectiveness. Accordingly, the Committee has agreed the following priorities for 2024/25:
- (a) Monitoring the recruitment of the Head of Charity and Fundraising Officer and their objectives.
  - (b) Ensure a development session is held at an agreed time with respect to duties and responsibilities of Trustees.
  - (c) Ensure that the work of the Charity and its governance arrangements and those involved in the Charity's leadership and decision-making, are more visible internally and externally.
22. Progress on priorities will be reported to the Committee quarterly and to the Board through its highlight report.

## **NEXT STEPS**

23. The next steps are as follows:
- (a) Ensure changes to operating arrangements agreed at paragraph 19 are cycled into the work programme for review in 2024/25
  - (b) Update the cycle of business with revised terms of reference

## **RECOMMENDATION**

24. The Corporate Trustee is requested to
- (a) Receive and note the contents of the Committee Annual Report for 2023/24 and analysis of its effectiveness; and
  - (b) Approve the changes to the Terms of Reference.

## CHARITY COMMITTEE

### TERMS OF REFERENCE AND OPERATING ARRANGEMENTS **2023/24**2024/25

#### 1 INTRODUCTION

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

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

1.3. The Board Committees play an important role in supporting the Board in fulfilling its responsibilities by:

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

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

#### 2. CONSTITUTION AND PURPOSE



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University NHS Trust

- 2.1 The Welsh Ambulance Services NHS Trust Charity<sup>1</sup> (registration number 1050084) is registered as a charity with the Charity Commission for England and Wales.
- 2.2 The governing body of NHS bodies act as the corporate trustee in administration of charitable funds. The members of the governing body are not themselves individual trustees, therefore, for the WAST Charity the Welsh Ambulance Services NHS Trust is the corporate trustee. The Trust's Standing Orders at section A (iii) state that all business shall be conducted in the name of Welsh Ambulance Services National Health Service Trust, and all funds received in trust shall be held in the name of the Trust as a corporate Trustee.~~The Welsh Ambulance Services NHS Trust is a corporate body in its own right. It is led by a Board of Directors comprising a Chair, Vice-Chair, six Non-Executive Directors, a Chief Executive, an Executive Director of Finance & Corporate Resources and four other Executive Directors. The Trust acts as the Corporate Trustee of the Charitable Funds held on behalf of the Welsh Ambulance Services NHS Trust and the members set out above are Trustees of the charity.~~
- 2.3 The purpose of the Committee is to:
- (a) Contribute to the development of the charity's strategy and monitor its implementation.
  - (b) Assure the ~~Board of Corporate~~ Trustees that charitable funds are accounted for, deployed, and invested in line with legal and statutory requirements, taking account of the public benefit guidance.
  - (c) Consider and endorse the annual report and accounts for approval by the ~~Board of Corporate~~ Trustees.
  - (d) Raise the profile and reputation of the charity within the Trust.
- 2.4 -The committee shall, in carrying out its functions and responsibilities, consider how their decisions secure an improvement in the quality of health services (the duty of quality) as outlined in The Health and Social Care (Quality and Engagement) (Wales) Act 2020. This includes but is not limited to ensuring the provision of high-quality, safe, and effective healthcare services that meet the needs of patients, service users, and their families.
- 2.5 The committee shall demonstrate the duty of quality through its own operating arrangements, ensuring that its processes, procedures, and

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

decision-making mechanisms uphold the highest standards of transparency, accountability, and governance. It shall regularly review and refine its operating procedures to align with best practices and legal requirements, fostering an environment of continuous improvement. Furthermore, the committee shall monitor, assess, and report on the implementation of Health and Care Quality Standards, outcomes, and performance indicators where relevant within their remit.

## 2. 3.—DELEGATED POWERS AND AUTHORITY

### Strategy

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

### Charitable Funds

- 3.4 Ensure the management of the charitable funds is carried out within the terms of its Declaration of Trust and relevant legislation; ensure statutory compliance with the Charity Commission regulations; be aware of and have regard to the guidance on public benefit.
- 3.5 Ensure systems and processes are in place to receive, account for, deploy and invest charitable funds in accordance with relevant legislation.
- 3.6 Receive assurance from any panels or sub-committees established by the Committee Bids Panel and Bursary Panel on the use of charitable funds in accordance with their terms of reference to ensure that any such use is in accordance with the aims and purposes of the charitable fund or donation.
- 3.7 ~~Consider~~ Consider and authorise expenditure with a value above £50,000, ensuring that it is accompanied by subject to a recommendation from the Executive Leadership Team. Any recommendation should have the support of the Director of Partnerships and Engagement as Executive lead and the endorsement from the Executive Director of Finance and Corporate Resources as Treasurer.
- 3.8 Receive periodic income and expenditure statements.

- 3.9 Receive and endorse the annual report and accounts and consider the annual report from the auditors before submission to the Corporate Board of Trustees for their approval.
- 3.10 Approve the policies for the utilisation and investment of charitable funds, including but not limited to the Reserves Policy and Charitable Funds Investment Policy.

### **Investment**

- 3.11 Consider and agree an investment strategy for the safe and secure investment of funds not immediately required for use, taking into account any appropriate ethical considerations.
- 3.12 Consider the appointment of external investment advisors and operational fund managers.
- 3.13 Review the performance of investments on a regular basis (with the external investments advisors where appointed) to ensure the optimum return from surplus funds.

### **Fundraising**

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

### **Corporate Risks and Audit Recommendation Tracker**

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

~~responsibility and overall Trust-wide progress reports will be presented to each Audit Committee. The Committee will~~ consider the controls and mitigations of ~~high-level related~~ risks and provide assurance to the Board that such risks are being effectively controlled and managed.

3.18 The Committee will receive and gain assurance from internal and external audits in their remit. It will also monitor management actions to address recommendations via the audit tracker and where appropriate scrutinise the impact of actions in response to audit recommendations.

## 4. AUTHORITY

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

- (a) Approve charitable expenditure over £50,000;
- (b) Approve plans and strategies that ~~compliment~~complement the charity's strategy, including those related to fundraising;
- (c) Approve policies within its remit;
- (d) Investigate or have investigated any activity within its Terms of Reference and in performing these duties shall have the right, at all reasonable times, to inspect any books, records or documents of the Trust relevant to the Committee's remit. It can seek any relevant information it requires from any employee and all employees are directed to co-operate with any reasonable request made by the Committee;
- (e) obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary, subject to the Board's budgetary and other requirements;
- (f) by giving reasonable notice, require the attendance of any of the officers or employees and auditors of the Board at any meeting of the Committee; and
- (g) establish sub-committees or task and finish groups to carry out on its behalf specific aspects of Committee business. (Formal sub-committees may only be established with the agreement of the Board.)

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

- (a) Act within its powers

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

## **Chair's Action**

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

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

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

## **5. MEMBERSHIP**

### **Members**

5.1 The membership of the Committee will comprise:

Chair	Non-Executive Director
Members	<u>Two</u> further Non-Executive Directors of the Board

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

5.3 Members may send deputies in their absence who will act with their full authority. To instigate a substitution arrangement, the member of the Committee must notify the Board Secretary before the day of the meeting

that he/she is unable to attend and the name of the member who will attend as the substitute.

### **Prescribed Attendees**

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

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

### **By Invitation**

5.5 The Committee Chair may invite the following to attend all or part of a meeting to assist it with its discussions on any particular matter:

- the Chair of the Trust/Corporate Trustee
- any other Trust officials
- any others from within or outside the Trust
- the Chief Executive (Accountable Officer)

5.6 The Committee Chair may extend invitations to attend committee meetings to other Directors and/or Senior Managers, and to officials from within or outside the organisation to attend all or part of the meeting to assist with its discussions on any particular matter.

### **Member Appointments**

5.7 The membership of the Committee shall be determined by the Board, based on the recommendation of the Trust Chair, taking account of the balance of skills and expertise necessary to deliver the Committee's remit and subject to any specific requirements or directions made by the Welsh Government.

- 5.8 Members shall be appointed to hold office for a period of one year at a time, up to a maximum of their term of office. During this time a member may resign or be removed by the Board. The Board should consider rotating a proportion of the Committee's membership after three or four years' service so as to ensure the Committee is continuously refreshed whilst maintaining continuity.
- 5.9 Terms and conditions of appointment, (including any remuneration and reimbursement) in respect of any co-opted independent external members are determined by the Board, based upon the recommendation of the Trust Chair (and, where appropriate, on the basis of advice from the Trust's Remuneration Committee).

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

- 5.10 The Board Secretary, on behalf of the Committee Chair, shall:
- (a) arrange the provision of advice and support to committee members on any aspect related to the conduct of their role; and
  - (b) ensure the provision of a programme of organisational development for committee members, as part of the Trust's overall board development programme developed by the Director of People and Culture.

## **6. COMMITTEE MEETINGS**

### **Quorum**

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

### **Frequency of meetings**

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

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

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

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

- 7.1 The Committee is directly accountable to the ~~Board~~ Corporate Trustee for its performance in exercising the functions set out in these terms of reference.

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

- (a) joint planning and co-ordination of Board and Committee business; and
- (b) appropriate sharing of information

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

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

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

## 8. REPORTING AND ASSURANCE ARRANGEMENTS

- 8.1 The Committee Chair shall agree arrangements with the Trust's Chair to report to the board in their capacity as trustees. This may include, where appropriate, a separate meeting with the ~~Board of~~ Corporate Trustees.

- 8.2 The Board Secretary, on behalf of the Board, shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation.

## 9. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

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

- Quorum – as set out in section 7

## 10. REVIEW

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

## 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.

<b>Corporate Trustee Meeting Date</b>	30 May 2024
<b>Committee Meeting Date</b>	4 April 2024
<b>Chair</b>	Ceri Jackson

### KEY ESCALATION AND DISCUSSION POINTS

#### ALERT

(Alert the Trustees to areas of attention)

1. No alerts from this meeting

#### ADVISE

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

2. The Committee heard from Carolyn Lewis, Well-being Practitioner from the Trust's Well-being Team, regarding the **Bids Panel award for charitable funds which was used to provide a holistic therapy** for Clinical Contact Centre colleagues based in Vantage Point House. The therapy chosen was a gong bath (otherwise known as sound baths), which is a form of meditation using sound vibrations. Such therapies can reduce stress and anxiety related symptoms, as well as improving sleep. The feedback received from 16 of the 48 staff who experienced this therapy was extremely positive and there was appetite for future holistic therapy sessions. Carolyn expressed her thanks for the use of charitable funds to support this initiative. The Committee acknowledged the value of such activities for staff well-being, particularly for those in challenging operational roles. The Committee asked how this initiative could be expanded and the Chair (in her capacity as the Chair of the People and Culture Committee) committed to discuss the possibilities with the Director of People and Culture.
3. An update was given on the recruitment process for the **Head of Charity position**, which is currently undergoing job evaluation and banding. Due to this, there will be a delay in the recruitment timelines. To bridge this gap, the Director of Partnerships and Engagement will allocate two days per week to charity matters until the Head of Charity is hired. The Committee supported this approach on the basis that it was a short-term solution. Part of the funding for the new post for 24/25 was slated to come from the revaluation reserve (£16K) however given the volatility of the fund the Committee approved the allocation of £16K from the NHS Charities Together (NHSCT) Development Grant instead. The direction of travel for the charity has been communicated to the organisation and been well received.

4. The Committee acknowledged that in the upcoming fiscal year of 2024/25, the WAST Charity will see an increase in income close to the £250k audit threshold. This anticipated revenue boost is primarily attributed to three substantial NHSCT grants. Furthermore, potential additional funding from NHSCT initiatives, along with consistent annual donations averaging £20k and legacies averaging £60k, could potentially push the charity beyond the audit threshold. Consequently, such a scenario would require a **full audit**, projected to cost approximately up to £16k, in contrast to the c£2k cost of an independent examination. This variance would result in an additional expense of roughly £14k for the charity. The Executive Director of Finance and Corporate Resources is taking proactive steps by liaising with Audit Wales to ensure that all stakeholders are informed and to provide assurance regarding the audit's scheduling.
5. The Committee's **cycle of business** was approved for 2024/25 to align to the revised terms of reference.
6. Members **reflected** that it was a sign of the charity's maturity that this meeting received the first standalone performance report and first charity risk register. Members also appreciated the lived experience from Carolyn and the succinct nature of the papers.

## ASSURE

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

7. The **Charity Performance Report** was received showing performance against the NHSCT grants which include the Development Grant, Stage 3 Recovery Grant, and Ambulance Grant. All grants are being administered according to their conditions and there is nothing to escalate. It was noted that, in respect of the charity's support of sporting events, legal advice is being sought on issues of liability.
8. The **balance of funds** on 29 February 2024 is £552K comprised of £301K unrestricted funds; £26K in designated funds; and £225K in restricted funds. 1,090.14 investment units in the Charity Investment Fund (COIF) are held at a market value of £276k. Whilst the market is quite volatile there were no issues requiring escalation to the Corporate Trustee.
9. The **Bids Panel** considered and approved three bids which included Mind over Mountains (£3,300), WISH blankets (£565) and a TV top box recorder (£47). Two applications were referred to the Executive Leadership Team as they were over the £5K threshold for the panel. The Committee were assured that the Bids Panel had applied the Healthcare Financial Management Association guidance for use of charitable funds in the NHS when considering applications, to ensure that the bids were considered in relation to the charity's objects and the public benefit requirements. Lessons learned from the receipt of previous bids will be applied to future applications, e.g., where there are related health and safety considerations associated with activities which funds support.
10. The **Bursary Panel** verbal update was provided as the panel met just prior to this meeting. The following six applications were approved by the Panel, within the funding previously identified for this round of the bursary scheme:
  - ILM Level 5 Diploma in Leadership and Management (£650)
  - Glyndwr University Minor Injuries and Management module (£500)
  - Counselling Package Pro (£500)
  - BSc (Hons) Acute and Critical Care (£1,200)

- Level 6 Diploma in Occupational Health and Safety Practice (£1,340)
- PG Dip Infection Control (£5,000)

It was agreed that the funding source for future rounds of scheme overseen by the Bursary Panel will be brought back to the Committee for a decision, noting that if there was urgency given the need to comply with academic year application processes, it was agreed this would be done by way of Chair's Action.

## RISKS

**Risks Discussed:** The Committee received the first charity risk register at a high level as set out below. The charity governance risk full risk assessment, including the controls, assurances, gaps and mitigations will be presented for scrutiny at the next meeting, but members agreed the risk articulation and score. The risk related to the audit of accounts has entered the register as a closed risk. This is because the risk had been worked up but had been mitigated in the meantime to its target level. Notwithstanding this, the earlier discussion regarding the potential now for a full audit of the 2023/24, accounts, let alone anything beyond this, may require this to be further reviewed at a later stage.

### CHARITY RISK REGISTER

RISK ID	NEW RISK TITLE	NEW SUMMARY DESCRIPTION	EXECUTIVE OWNER	RISK SCORE
<b>NEW</b>	Lack of internal processes and governance structures in place to support the application for grants and the subsequent administration of funds	<p><b>IF</b> there fails to be sufficient governance in place in respect of charity grants including monitoring, spend and reporting</p> <p><b>THEN</b> there is potential for the charity to be incorrectly handling grant funding applications</p> <p><b>RESULTING IN</b> damage to the Charity reputation and an inability to secure grants in the future.</p>	Director of Partnerships and Engagement	<b>12</b> <b>(4x3)</b>
<b>CLOSED</b>	Reputational damage of the Trust's Charity and Trustees due to the late filing of the Annual Return	<p><b>IF</b> the Trust fails to submit its annual return and the Charity Accounts receive a qualified opinion from Audit Wales</p> <p><b>THEN</b> the public register of charities will show that the Trust's annual return has been filed late</p> <p><b>RESULTING IN</b> the Charity potentially being unable to attract funds because of perceived deficiencies in the Charity's reporting mechanisms.</p>	Director of Finance & Corporate Resources	<b>6</b> <b>(2x3)</b>

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



Bids Panel Lived Experience	Charity performance report	Finance update
Charity resource update	Risk management report	Bids Panel AAA report
Bursary Panel update	Committee cycle of business and monitoring report	

<b>COMMITTEE ATTENDANCE</b>				
<b>Name</b>	<b>4 April 2024</b>	<b>4 July 2024</b>	<b>10 October 2024</b>	<b>16 January 2024</b>
Ceri Jackson				
Bethan Evans				
Hannah Rowan				
Estelle Hitchon				
Chris Turley				
Lee Brooks				
Andy Swinburn				
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 CHARITY  
COMMITTEE HELD ON 18 JANUARY 2024 VIA TEAMS**

**MEMBERS:**

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

**IN ATTENDANCE:**

Julie Boalch	Head of Risk/Deputy Board Secretary
Judith Bryce	Assistant Director of Operations
Colin Dennis	Trust Chair
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
Gareth Lucey	Engagement Lead, Audit Wales
Toni-Marie Norman	
Trish Mills	Board Secretary
Hugh Parry	Trade Union Partner
Alex Payne	Corporate Governance Manager
Daniel Price	Audit Wales
Liz Rogers	Assistant Director of People and Culture
Andy Swinburn	Director of Paramedicine
Chris Turley	Executive Director of Finance and Corporate Resources
Damon Turner	Trade Union Partner
Marcus Viggers	Trade Union Partner

**APOLOGIES:**

Bethan Evans	Non-Executive Director
Lee Brooks	Executive Director of Operations

## **01/24 WELCOME AND APOLOGIES**

Ceri Jackson, Committee Chair, welcomed everyone to the meeting and noted that Colin Dennis was observing the meeting today.

Apologies were noted from Bethan Evans and Lee Brooks.

## **02/24 DECLARATIONS OF INTEREST**

There were no additional declarations to those already recorded on the Trust Register of Interests.

**RESOLVED: That no new declarations were received.**

## **03/24 MINUTES OF PREVIOUS MEETING**

The Minutes of the meeting held on 9 October 2023 were approved as a correct record.

**RESOLVED: That the minutes of the meeting held on the 9 October 2023 were approved as a correct record.**

## **04/24 ACTION LOG**

The action log was considered, reviewed, and updated.

Action 28/23 subject to the discussion today (06/24) internal communications to be published.

Action 35/23 would see interim arrangements in place (06/24) which would be reviewed by the Head of Charity once in post.

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

## **05/24 BURSARY PANEL LIVED EXPERIENCE**

Toni-Marie Norman spoke of her journey since starting with the Trust as an administration assistant, the bursary support allowed her to pursue the Business Management degree, which enabled her to undertake various secondments within WAST from project support to resource co-ordination. and Toni-Marie is currently working as a Deputy Business Manager within the Operations Directorate. Toni-Marie started a Master's in Technology and Management in October.

Members congratulated Toni-Marie on her achievement and agreed that this was a good example of how the Trust was supportive of workforce development as a whole, and not just in clinical areas.

Jo Kelso referred to the review of administrative services which had recently been undertaken and noted that the recommendations were being worked through. It was hoped that mapping skills for career development would be created for all the careers across the organisation, capturing some less well-known paths and building on existing capabilities enabling people to flourish.

**RESOLVED: The positive impact of the bursary scheme and the benefits to WAST were noted.**

## **06/24 UPDATED POSITION ON STRATEGIC REVIEW OF THE CHARITY GOVERNANCE AND RESOURCING**

Ceri Jackson provided the background on the various challenging conversations that had taken place since the last meeting of the Committee but was pleased to say a way forward had been agreed.

Estelle Hitchon confirmed for those not present at the Corporate Trustee meeting, that a decision was made to support the proposition to recruit the Head of Charity and subsequently a Marketing/Fundraising Officer with a diminishing contribution to the funding of both over a two-year period from the Trust. The position would be reviewed with the intention of those posts becoming self-financing. It was hoped that the Head of Charity would be in place by the first quarter of 2024/25, with the right skills and experience to guide the Charity forward.

Estelle Hitchon also updated colleagues on the future of the Bids and Bursary Panels and how the panels could move forward in the absence of a Head of Charity and the governance issues that were yet to be fully resolved. A decision by the Corporate Trustees to pause those panels, agreed in October 2023, had been given further consideration with the proposal to reinstate both Panels on an interim basis.

The Panels included Trade Union Partners and a group of colleagues who were conscious of the detail and were committed to the process; however, the threshold would be lowered to £5k. The revised proposal was that bids over £5k would be considered by the Executive Leadership Team and Charity Committee, where required. Judith Bryce suggested that the Assistant Directors Leadership Team could assume the responsibility to review those bids over the threshold. Whilst members felt this could be an option, the precise approvals process would be clarified outside of this meeting.

Estelle Hitchon agreed to write to members of both Panels to thank them for their contribution to date and their continued support with the interim measures. The Committee received and accepted the recommendations presented and supported the revised proposal for the Bids and Bursary Panel arrangements, as detailed in the report. It was agreed that a highlight report would be submitted to the Corporate Trustee meeting on 25 January seeking approval for the change to process that was agreed in November 2023.

The point of the same Trade Union Partners being on the Panel and the Committee was raised and it was queried whether there could be a conflict of interest. Damon Turner asked for confirmation on being able to continue in both roles. It was agreed that Julie Boalch would take an action to review to the position and report back to the Committee when appropriate.

**RESOLVED: That**

- 1) The outcome of the November Corporate Trustee Meeting to support the proposed resourcing model was noted;**
- 2) The proposal to amend the decision made by the Corporate Trustee to pause the activities of the Bids and Bursary Panels and to reinstate the Panels with a lower threshold was agreed; and**
- 3) Subject to the Corporate Trustee being content with the proposal, that the Panels would be reconvened as soon as practicable.**

**07/24 CHARITY FINANCIAL ACCOUNTS AND ANNUAL REPORT 2022/23**

Chris Turley presented to members the key points within the 2022/23 Charity Accounts which included the spend of £153k of charity money, with an income for the same period of just under £35k, which reduced the balances that had previously built up.

Grant monies from NHS Charities Together had been used for the 'Mind over Mountains' walks and the Rugby team, this formed part of the overall spend with other items such as the Christmas meals and commemorative coins from general funds.

At the end of March 2023 and the closing of the accounts, a small loss in terms of the investments had been noted. Closer monitoring had already been introduced due to some more recent volatility in the market, and it can be seen in the later finance update that those losses have been made up throughout 2023.

Audit Wales were asked to undertake an Independent Examination of the accounts for 2022/23 and in the examination outcome, it was noted that the matter that caused the qualification of the 2021/22 accounts had now been resolved, removing the risk of any future accounts qualifications as a result of this issue.

The Task & Finish Group that was set up to progress the Annual Report and Accounts production was now closed, with the covering report for this agenda item encompassing the Task & Finish Group's closure status. It was noted that this Annual Report provided more detail than previous reports, including where monies have been awarded to staff wellbeing initiatives.

The Auditors were then asked to provide their update (08/24) prior to the Committee revisiting the recommendation for the Committee to endorse the Accounts and Annual Report, recommending that at the meeting of the Corporate Trustee the Annual Report and Accounts for 2022/23 be approved ahead of submission to the Charity Commission.

**RESOLVED: That (following consideration of the Independent Examination report from Audit Wales) the Annual Report and Accounts 2022/23 were endorsed by the Committee, recommending that the Corporate Trustee approve them ahead of submission to the Charity Commission.**

#### **08/24 AUDITOR'S REPORT ON ACCOUNTS 2022/23**

Gareth Lucey provided a brief summary of the Independent Examination on the 2022/23 accounts and introduced his colleague Daniel Price who had led on the work to provide a further update.

Daniel Price confirmed that the Charity was able to opt for an Independent Examination due to the income falling between relevant thresholds, and that this was completed under the directions issued by the Charity Commission.

It was noted that the recharge of the governance cost of £10k should be reviewed going forward to ensure that it accurately reflects the cost incurred to the Trust. This does not have any impact on the proposed Independent Examination certificate for 2022/23 however, and no further issues were identified.

Daniel Price confirmed that the full audit of accounts in 2021/22 had raised an issue for which some of the accounting records for the 2015/16 financial year were not available. Following extensive efforts, the records had been located and as part of the Independent Examination, the review was extended to gain assurance that the income had been classified correctly. This Independent Examination has therefore been certified as the previous matter was resolved.

It is proposed that the Auditor General for Wales certify the Charity Annual Report and Accounts for 2022/23 with an unamended and unqualified Independent Examination opinion following the meeting of the Corporate Trustee on 25 January 2024, at which the Annual Report and Accounts for 2022/23 will be approved.

## 2021/22 Audit Fee

The Audit Plan for the previous year's audit (of the 2021/22 accounts) estimated the total cost of the work to undertake the full audit to be £12k. Any deviations from that cost would be raised with Chris Turley prior to any further action.

Following the completion of the audit, the cost incurred came to £21,005 - an overspend of £9,005. Reasons were given by Audit Wales colleagues for the overspend, which included the need to test samples of income since the last full audit of the Charity Accounts in 2014/15. Significant unplanned work was required due to the qualification of the accounts and a richer skill mix was required for the audit, in addition to the later than planned start to the audit review.

Challenging conversations have been held between Audit Wales and Chris Turley, and the proposal follows those conversations. The proposal was that the Charity would contribute £4k of the excess cost, with Audit Wales covering the remainder. The split represented the circumstances around the audit and that there were issues in resourcing and timing from Audit Wales, in addition to the qualification matter and the additional work that had not been accounted for in the planning.

Chris Turley advised that the additional £4k has been accounted for and accrued into the 2022/23 accounts. Members agreed that it had been an unusual set of circumstances that had led to the current position and acknowledged Chris's position regarding the acceptance of the additional audit fees for 2021/22, recommending that the Committee support this approach.

**RESOLVED: That the Committee agreed to accept the additional spend associated with the full audit of the 2021/22 accounts, £4k of which would be met by the Charity.**

## **09/24 FINANCE UPDATE**

The lighter touch report presented today was due to the focus and time spent by the Finance Team on the accounts and the audit over the previous weeks. The report included details of the fund balances held on 31 December 2023 together with an update on COIF Charity Investment Fund.

Reference was made to a legacy relating to Colwyn Bay which has increased the balance. Members agreed that a separate Performance/Grant Update would be received in addition to the Finance Update at future meetings.

**RESOLVED: That the Committee**

- 1) noted the update; and**
- 2) agreed that a separate Performance/Grant Update report would be received in addition to the Finance Update Report for future meetings.**

## 10/24 VOLUNTEERING FUNDRAISING ACTIVITY

The Committee had previously raised concerns about the governance arrangements for Community First Responder (CFR) teams given that they have moved from having to fundraise for their uniforms and equipment previously, to now having these supplied by WAST. Members had raised concerns previously about potential liability for the CFR teams, for WAST or for the charity if there was a governance gap in terms of communication, guidance, and adherence to fundraising and other charity regulations.

Judith Bryce presented the report and the findings from a recent survey to CFR teams to ascertain the range of fundraising activities, governance arrangements and how monies raised were being spent. Whilst a 42% response rate did not provide a detailed picture of this, it was indicative of trends across CFR teams including:

- banking arrangements ranged from business accounts, personal accounts, and joint team accounts;
- some teams were registered charities
- some had processes in place which guided both fundraising and spending of funds, others did not
- some were actively fundraising, others were not
- funds were spent on a range of items including CFR kit, training kit, local defibrillators, blue lights on vehicle, livery, storage etc.

Judith Bryce indicated that it was clear from the inconsistencies of approach that governance needed to be put in place to support CFR teams and provide some overarching support.

Members were asked to consider the inclusion of volunteer fundraising within the charity portfolio going forward, however they felt that this was outside the charity portfolio as the relationship with volunteers, and CFRs in particular, was with the Trust not the charity. Chris Turley noted the eventual direction of travel for the charity was a desire to consolidate funds where appropriate and bringing the various and disbursed CFR funds within the charity would be contrary to the desire to streamline governance of the charity. Clarity on the requirements for CFRs if they are fundraising for their own teams was required, as was information for them on the risks they run personally should the fundraising regulations not be followed.

Members acknowledged that the governance issues with respect to CFR fundraising and potential liability for the Trust or the charity had been raised in this Committee previously, and members expressed their desire to put in place governance arrangements and communication to support CFRs as soon as possible. There was concern where CFRs were fundraising in the WAST uniform that that may cause confusion as to the purpose of fundraising i.e. is it for the WAST charity or the CFR team. Similarly, guidance would be needed with respect

to what funds should be spent on given that uniform, equipment, and training is now provided by WAST. Items such as blue lights for vehicles were felt to be inappropriate, whereas defibrillators may be more suited to the CFR teams to support their communities.

The value and important part volunteers play in the Trust's strategy was recognised. The Committee requested that the matter be referred to the Executive Leadership Team to ascertain, in collaboration with volunteers, the most appropriate way for the Trust to work through the governance issues, mitigate the risks, and to provide guidance and support to CFR teams.

**RESOLVED: That**

- 1) The CFRs relationship was with the Trust and not the Charity; and**
- 2) The paper presented today should be discussed at an ELT meeting for them to agree a way forward.**

## **11/24 RISK MANAGEMENT UPDATE**

Julie Boalch provided a verbal update to the Committee on the series of risks that relate to the Charity that had been drafted in a very high-level summary format, with a view to these being developed more fully once the Head of Charity was in post. A paper would be presented to the next meeting of the Committee.

The three main risks brought to the attention of the Committee were:

- 1) the volunteer risk (which had just been discussed);
- 2) the charity accounts risk, with mitigations highlighted in the risk to be brought back to the next meeting in a paper; and
- 3) the governance risk.

**RESOLVED: That**

- 1) the ongoing work around Charity risks was noted;**
- 2) a paper be brought back to the next meeting of the Committee.**

## **12/24 COMMITTEE ANNUAL EFFECTIVENESS REVIEW 2023/24**

Trish Mills confirmed that the Committee has received the effectiveness survey results and would be asked to approve the Committee Annual Report and the proposed changes to the Terms of Reference. The Committee would also be asked to set priorities for 2024/25.

The surveys issued were to gauge opinion on areas of good practice together with areas for improvement. The comments were themed for ease with some good practice coming through in the review.

Extensive discussions had been held as a number of issues had arisen, not least the separation and potential conflicts between the role of the Board and the role of the Corporate Trustee. There was nervousness around the future direction of

the Charity and working through the governance arrangements.

The Annual Report illustrated the amount of ground the Committee had covered and that it had adhered to its cycle of business, which is presented at each meeting to monitor.

The Terms of Reference align to the governance discussions held on the purpose of the Committee, clarity on its connection to the Corporate Trustee, with the main purpose of the Committee remaining the same, so contributing to the development of the charity strategy and monitoring its implementation, assuring that charitable funds are accounted for in line with its statutory obligations as trustees.

The governance maturity journey was realised and welcomed by Members. Recognising the good practice of setting priorities for the forthcoming year. The Committee priorities were discussed and agreed and would be tracked by way of an assurance report to ensure they remained on track.

- (a) Monitoring the recruitment of the Head of Charity and Fundraising Officer and their objectives; and
- (b) Ensure a development session is held at an agreed time with respect to duties and responsibilities of Trustees.
- (c) Ensure that the work of the Charity and its governance arrangements and those involved in the Charity's leadership and decision-making, are more visible internally and externally.

Members approved the draft Annual Report, endorsed the changes to the Terms of Reference and the operating arrangements, and supported the priorities set out above.

**RESOLVED: That the**

- 1) draft Annual Report was reviewed and approved.**
- 2) changes to the Terms of Reference were reviewed and approved;**
- 3) proposed changes to operating arrangements in response to issues raised in questionnaires as set out in the draft Annual Report were confirmed; and**
- 4) priorities for the Committee for 2024/25 were set.**

## **13/24 COMMITTEE CYCLE OF BUSINESS MONITORING REPORT**

This item was for information only.

**RESOLVED: that the item was noted.**

#### **14/23 BIDS PANEL HIGHLIGHT REPORT (4 OCTOBER 2023)**

This item was for information only.

**RESOLVED: That the highlight report from the Bids Panel meeting on 4 October 2023 was received.**

#### **15/24 KEY MESSAGES FOR THE CORPORATE TRUSTEE BOARD**

Ceri Jackson summarised the key messages for Corporate Trustee Board members.

#### **16/24 REFLECTION: - SUMMARY OF DECISIONS AND ACTIONS**

Members noted the range of business discussed at the meeting.

#### **17/24 ANY OTHER BUSINESS**

None raised.

#### **18/24 DATE OF NEXT MEETING**

The next meeting of the Committee is scheduled for 4 April 2024.