

Terms of Reference – Charity Committee

Document Data	
Corporate Entity	Charity Committee
Document Type	Terms of Reference
Document Status	Final
Executive Lead	Robert Woolley, Chief Executive
Document Owner	Director of Corporate Governance
Approval Authority	Board of Directors
Review Cycle	12 months
Next Review Date	April 2021

Document Change Control				
Date of Version	Version Number	Lead for Revisions	Type of Revision (Major/Minor)	Description of Revisions
18/03/2020	1	Director of Corporate Governance	Major	Initial draft for comment

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1. Constitution of the Committee

- 1.1. The Trust is the Corporate Trustee of the group of charitable funds registered with the Charity Commission under the charity registration number 1057589 in the name of Weston Health General Charitable Fund.
- 1.2. The Board of Directors, acting as the Corporate Trustee, hereby resolves to establish a Committee to be known as the Charity Committee.
- 1.3. Its constitution and terms of reference shall be as set out below, and will be subject to amendments approved by the Corporate Trustee.

2. Stakeholder Assessment

2.1. The Stakeholders of the Charity Committee are identified below:

Internal (accountable to)

- Corporate Trustee (Board of Directors)

Internal (peer)

- None

Internal (reporting to CC)

- Fund Budget Holders

External

- Charity Commission
- Investment Brokers
- External Audit

Stakeholder Analysis

- 2.2. The Terms of Reference and the responsibilities of the CC are critically dependent on an accurate understanding of the Stakeholder community and their associated requirements, especially any deliverables that are required, either from or by the CC.
- 2.3. The following table provides an analysis of the requirements and dependencies associated with the CC's Stakeholder Community.
- 2.4. **Requirements from CC** - Explains what the Charity Committee is required to do based on the requirements of the stakeholder.
- 2.5. **Inputs into CC** - Explains what needs to be provided into the Charity Committee to allow it to fulfil the requirements of the stakeholder.

Internal Stakeholder Community					
Stakeholder	Requirements from CC		Inputs to CC		Section Reference
	General	Formal Deliverables	General	Formal Deliverables	
Corporate Trustee (Board of Directors)	Oversee the running of the Charity	CC Chair Report (after each meeting) CC Annual Report		Charity Strategy Approve Terms of Reference	3.1 8.1
Fund Budget Holders				Update on expenditure and plans	7.1

External Stakeholder Community					
Stakeholder	Requirements from CC		Inputs to CC		Section Reference
	General	Deliverables	General	Deliverables	
External Audit	Guidance on possible scope of annual audit			Audit Report Management Letter of Representation	7.1.5
Investment Brokers	Guidance on investment portfolio			Report on investments to each meeting	7.1.9
Charity Commission	Meet good governance in the Charity Governance Code			Annual self-assessment of compliance in the CC annual report	4.1 7.2

3. Purpose

3.1. The purpose of the Charity Committee is to:

- 3.1.1. Oversee the operation of the Weston Health General Charitable Fund to ensure it is managed and operated in accordance with the governing documents and comply with relevant legislation and guidance from the Charity Commission, Fundraising Regulator and Information Commissioners Office.
- 3.1.2. Review the operation of the Charity, providing assurance to the Corporate Trustee on the development and delivery of the Charity's Strategy.
- 3.1.3. Provide assurance to the Corporate Trustee on the efficient and effective running of the Charity's activities and to oversee the implementation of an infrastructure appropriate to the efficient and effective running of the Charity.
- 3.1.4. Oversee the smooth and compliant transition of the funds held in trust to a charitable partner

4. Authority

- 4.1. The Committee is authorised to ensure that the Charity acts within the terms of its Declaration of Trust, appropriate legislation, Charity Commission guidance and should provide the Corporate Trustee with assurance that the Charity is properly governed and well managed across its full range of activities.
- 4.2. The Committee is authorised to seek any information it requires from any employee of the Trust. All members of staff are directed to co-operate with any request made by the Committee. The Committee is authorised to obtain legal or other independent professional advice and to secure the attendance of advisors with such expertise that it considers necessary.
- 4.3. The Committee is authorised by the Corporate Trustee to make decisions

within its terms of reference, including matters specifically referred to it by the Corporate Trustee.

4.4. The Committee may establish sub-committees for a specific purpose. For example a Fundraising Appeals Committee.

5. Membership and attendance

5.1. The membership of the Charity Committee is appointed by the Board of Directors from amongst the Executive and Non-Executive Directors of the Board and shall consist of not less than five members.

5.2. The usual members of the Committee will be:

- Three Non-Executive Directors one of whom will chair the Committee.
- Director of Finance
- Director of Strategy and Transformation

5.3. In the absence of the appointed Committee Chair, another Non-executive will chair the meeting.

5.4. The following officers are expected to attend meetings of the Committee at the invitation of the Chair:

- Financial Controller
- Director of Corporate Governance
- Investment Brokers (as required)
- Fund Budget Holders (as required)

5.5. The Committee can request the attendance of any other director or senior manager if an agenda item requires it.

5.6. Attendance at meetings is essential. In exceptional circumstances when an Executive Director member cannot attend they must arrange for a fully briefed deputy of sufficient seniority to attend on their behalf.

6. Quorum

6.1. The quorum necessary for the transaction of business shall be three members including at least the Committee Chair and the Director of Finance (or their nominated deputy).

6.2. A duly convened meeting of the Charity Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable as set out in these terms of reference.

7. Duties

7.1. The Charity Committee shall discharge the following duties on behalf of the Board of Directors:

7.1.1. To ensure that best practice is followed in terms of guidance from the Charity Commission, and professional financial and investment advisers, where appropriate.

7.1.2. To ensure that appropriate policies and procedures are in place, consistent with the purposes of the Funds.

- 7.1.3. To review investment income and the arrangements with the investment brokers at regular intervals.
 - 7.1.4. To review the Scheme of Delegation for charitable funds on a regular basis and recommend changes where appropriate.
 - 7.1.5. To agree Fund budget holders proposals for income and expenditure on an annual basis or more frequently if appropriate.
 - 7.1.6. To ensure that a separate register of interests is compiled for both Trustees and Fund budget holders, and that it is reviewed and updated on a regular basis.
 - 7.1.7. To approve fundraising policies in conjunction with the Director of Finance, ensuring compliance with statutory requirements.
 - 7.1.8. To ensure that any proposals for equipment purchases are consistent with Funds' objectives and overall Trust Business Plans.
 - 7.1.9. To oversee the management of investments. The committee will ensure the investment brokers are aware of the overall objectives for the use of charitable and non-charitable funds and of the risk considerations.
 - 7.1.10. To ensure that information from Investment brokers is received in a timely manner and that the service is market tested at regular intervals.
 - 7.1.11. To ensure that all research monies paid into charitable funds meet the criteria for charitable status as specified by the Charity Commission.
 - 7.1.12. To review the number of funds on an annual basis and undertake a programme of rationalisation, where appropriate.
 - 7.1.13. To approve any requests to set up new funds and cost centres.
 - 7.1.14. To decide the bases of apportionment for investment income and administration costs respectively.
 - 7.1.15. To arrange an annual audit or inspection of the Funds as required.
- 7.2. The Charity Committee will seek to ensure that all donations, sponsorship, legacies and other income that may be received by the Charity is given on terms that permit flexibility in its use, consistent with overall requirements of the Charity Commission and other bodies set out in this document. Where necessary it will seek advice from the Charity Commission.

8. Reporting and Accountability

- 8.1. The Chair of the Charity Committee shall report to the Board of Directors on the activities of the Committee.
- 8.2. The Chair of the Charity Committee shall make whatever recommendations to the Board deemed by the Committee to be appropriate (on any area within the Committee's remit where disclosure, action or improvement is needed).

9. Administration

- 9.1. The Trust Secretariat shall provide administrative support to the Committee.
- 9.2. Meetings of the Charity Committee shall be called by the Trust Secretariat at the request of the Committee Chair.
- 9.3. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be made available to each member of the Committee and any other person required to attend, no later than five working days before the date of the meeting.
- 9.4. Supporting papers shall be made available to Committee members no later than three working days before the date of the meeting.
- 9.5. A member of the Trust Secretariat shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and those in attendance.
- 9.6. Draft Minutes of meetings shall be made available promptly to all members of the Committee.

10. Frequency of Meetings

- 10.1. The Committee will meet four times a year and will be set in advance as part of the planning of the Board of Directors/Corporate Trustee and Committee meetings annual calendar of business. The meetings will be scheduled to enable timely reporting to the Corporate Trustee meeting.
- 10.2. Further meetings can be called at the request of the Committee Chair.
- 10.3. Decisions may be taken by written resolution upon the agreement of the majority of members of the Committee in attendance, subject to the rules on quorum.

11. Review of Terms of Reference

- 11.1. The Committee shall, at least once a year, review its own performance and Terms of Reference to ensure it is operating at maximum effectiveness.