

Southmead Hospital Charity Committee Terms of Reference

Date Approved and Adopted	
Frequency Review	Annual
Next Review	January 2021
Terms of Reference Drafting	Assistant Director of Finance (Financial Services) Trust Secretary
Review	January 2020
Approval and Adoption	Trust Board (acting as Corporate Trustee)
Version Number	1.2

1. Constitution

- 1.1 The Trust is the Corporate Trustee of the group of charitable funds registered together with the Charity Commission under the charity registration number 1055900 in the name of North Bristol NHS Trust Charitable Funds.
- 1.2 The Corporate Trustee hereby resolves to establish a Committee to be known as the Southmead Hospital Charity Committee.
- 1.3 The Committee is appointed as the Trust's agent in accordance with Section 16 of the NHS Trusts (Membership and Procedures) Regulations 1990.
- 1.4 Its constitution and terms of reference shall be as set out below, and will be subject to amendments approved by the Corporate Trustee.

2. Authority

- 2.1 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.
- 2.2 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.

2.3 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.

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

3. Membership

3.1 The Committee shall comprise:

- Three Non-Executive Directors one of whom will chair the Committee.
- Director of Finance
- Director of Nursing
- Director of People & Transformation

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

4. Attendance at Meetings

4.1 The following officers are required to attend all meetings but are not members:

- Director of Southmead Hospital Charity
- Head of Fundraising
- Two appointed members of staff with a clinical background who are fund holders
- Two Divisional Directors selected by the Chair of the Committee and the Director of Finance
- Assistant Director of Finance (Financial Services)
- Director of Corporate Governance/Trust Secretary
- Lay Member

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

4.3 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.

5. Quorum

5.1 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. Frequency of Meetings and Conduct

6.1 The Committee will meet four times a year and will be set in advance as part of the planning of the Trust Board/Corporate Trustee and Committee meetings annual calendar of business. The meetings will be scheduled to enable timely reporting to the Corporate Trustee meeting.

6.2 Further meetings can be called at the request of the Committee Chair.

- 6.3 An agenda of items to be discussed and supporting papers will be forwarded 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.
- 6.4 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.

7. Responsibilities

- 7.1 Oversee the operation of the Southmead Hospital Charity 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.
- 7.2 Review the operation of the Charity, providing assurance to the Corporate Trustee on the development and delivery of the Charity's Fundraising Strategy
- 7.3 To 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.
- 7.4 To oversee the development and delivery of the Charity's Fundraising Strategy.
- 7.5 To regularly consider the reputation of the Charity and the associated communications and engagement strategy.
- 7.6 Review the risks associated with the work of the Charity and ensure mitigating actions are in place.
- 7.7 Decide whether donations given with restrictions applied should be accepted by the Charity.
- 7.8 Receive reports detailing the establishment of new funds and all new staff appointments made from Southmead Hospital Charity.
- 7.9 Receive reports detailing balances of the Charity's General Funds.
- 7.10 Receive reports on individual charitable non-pay transactions in excess of £10,000.
- 7.11 Approve expenditure of all individual charitable non-pay transactions valued £50,000 to £500,000. Where there is an urgent requirement for an order to be placed, the equivalent of a quorum may give approval by email, and ratified at the next Committee meeting.
- 7.12 Review and make recommendation to the Corporate Trustee for the approval of all individual charitable non-pay transactions valued above £500,000.
- 7.13 Review the spending plans and balances held within individual funds.
- 7.14 Make recommendations for any changes to the Reserves Policy to the Corporate Trustee for approval.
- 7.15 Recommend the appointment of Investment Managers to provide investment advice and manage the Trusts investment portfolio.

- 7.16 In conjunction with the Investment Managers, agree an investment policy which lays down guidelines in respect of:
- The balance required between income and capital growth.
 - The balance of risk within the portfolio.
 - Any categories of investment which the Trust does not wish to include in the portfolio on ethical grounds.
- 7.17 Determine a policy for the distribution, or otherwise, of realised and unrealised gains on losses on investments.
- 7.18 Review the impact on the Charity of changes in legislation both of a charitable and non-charitable nature and make appropriate recommendations to the Trust Board, as Corporate Trustee, as to how any new requirements will be met.
- 7.19 Ensure compliance with the Trust's Standing Financial Instructions, Financial Control Procedures and Scheme of Delegation.
- 7.20 Receive audit reports on the Charity controls.
- 7.21 Ensure a fundraising strategy is prepared and monitored which complies with Charity Commission guidance and legislation.
- 7.22 Receive the annual report and accounts and consider the report from the auditors before review by the audit committee and recommendation to the Corporate Trustee for approval.
- 7.23 Review and approve the Annual Work Plan for the Charity.

8. Reporting

- 8.1 Formal minutes of Committee meetings will be recorded.
- 8.2 Full minutes will be sent in confidence to all members of the Committee and shall be made available on request to the Trust's internal and external auditors.
- 8.3 The Committee shall report to the Corporate Trustee on its proceedings after each meeting to provide assurance and to escalate issues as appropriate.
- 8.4 The Committee will provide an annual report to the Corporate Trustee setting out how it has discharged its responsibilities as set out in these terms of reference.

9. Monitoring and Effectiveness

- 9.1 The Committee shall have access to sufficient resources to carry out its duties, including access to company secretarial assistance as required.
- 9.2 It shall be provided with appropriate and timely training, both in the form of an induction programme for new members and an on-going basis for all members.

9.3 It will review its own performance, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Corporate Trustee for approval.

10. Administrative Support

10.1 Meetings will be supported by the Fundraising Manager's office, whose duties in this respect will include:

- Agreement of agendas with the Chair and Members.
- Collation and distribution of papers.
- Minute taking.
- Keeping a record of matters arising and issues to be carried forward within an action log.
- Advising the Committee on pertinent issues/areas.
- Provision of a highlight report of the key business undertaken to the Corporate Trustee following each meeting.