

## Terms of Reference for the Southmead Hospital Charity Committee

<b>Chair:</b>	Non-Executive Director
<b>Other Members:</b>	<p>Membership of the Southmead Hospital Charity Committee shall include:</p> <ul style="list-style-type: none"> <li>• Three Non-Executive Directors one of whom will chair the Committee.</li> <li>• Chief People Officer</li> <li>• Chief Finance Officer</li> <li>• Chief Nursing Officer</li> </ul> <p>In the absence of the appointed Committee Chair, another Non-Executive Director will chair the meeting.</p>
<b>Other Attendance:</b>	<p>The Southmead Hospital Charity Committee may invite non-members to attend all or part of its meetings as it considers necessary and appropriate, at the discretion of the Chair.</p> <p>In addition to members of the Southmead Hospital Charity Committee, the following shall normally attend all meetings and may contribute to discussions, but have no voting rights nor contribute to the quorum:</p> <ul style="list-style-type: none"> <li>• Director of Southmead Hospital Charity</li> <li>• Head of Fundraising</li> <li>• Two appointed members of staff with a clinical background who are fundholders</li> <li>• Two Divisional Directors selected by the Chair of the Committee and the Director of Finance</li> <li>• Assistant Director of Finance (Financial Services)</li> <li>• Director of Corporate Governance/Trust Secretary</li> <li>• Lay Member</li> </ul> <p>The Committee can request the attendance of any other director or senior manager if an agenda item requires it.</p> <p>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.</p>
<b>Quorum:</b>	The quorum necessary for the transaction of business shall be three members including at least the Committee Chair and the Chief Finance Officer (or their nominated deputy).
<b>Declaration of Interests</b>	<p>All members must declare any actual or potential conflicts of interest relevant to the work of the Southmead Hospital Charity Committee, which shall be recorded in the minutes accordingly.</p> <p>Members should exclude themselves from any part of a meeting in which they have a material conflict of interest. The Chair will decide whether a declared interest represents a material conflict.</p>

<p><b>Frequency of Meetings:</b></p>	<p>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 meeting's annual calendar of business. The meetings will be scheduled to enable timely reporting to the Corporate Trustee meeting.</p>
<p><b>Notice of Meetings:</b></p>	<p>Additional meetings shall be called at the request of the Chair.</p> <p>Unless otherwise agreed, a notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting papers, shall normally be forwarded to each member, and any other person required to attend, no later than five working days before the date of the meeting.</p> <p>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.</p>
<p><b>Inputs:</b></p>	<p>The Southmead Hospital Charity Committee will receive reports on issues within the remit of the meeting, to ensure timely discussion and decision-making. This will include:</p> <ul style="list-style-type: none"> <li>• Finance Update</li> <li>• Investment Report</li> <li>• Charity Update</li> <li>• Funding Requests</li> <li>• Annual Charitable Funds Policies &amp; Procedures</li> <li>• Annual Regulatory Compliance Assurance</li> <li>• Trustees Report and Annual Accounts</li> </ul> <p>Individual members may also raise concerns/risks/issues relevant to the remit of the meeting on an ad hoc basis but will do so with sufficient notice to ensure that the meeting agenda can be set and managed effectively.</p> <p>The Southmead Hospital Charity Committee can request a report on any subject or issue relevant to its terms of reference.</p>
<p><b>Outputs:</b></p>	<p>The Southmead Hospital Charity Committee shall produce a set of minutes and a log of actions arising.</p> <p>The Committee shall report to the Corporate Trustee on its proceedings after each meeting to provide assurance and to escalate issues as appropriate.</p> <p>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.</p>
<p><b>Responsible for the following Strategies and Policies:</b></p>	<p>Strategies:</p> <ul style="list-style-type: none"> <li>• Charity Strategy</li> </ul> <p>Policies:</p> <ul style="list-style-type: none"> <li>• Acknowledgement</li> <li>• Complaints</li> <li>• Ethical /gift acceptance and investment</li> </ul>

	<ul style="list-style-type: none"> <li>• Expenditure process and guidelines</li> <li>• Post and income process</li> <li>• Naming</li> <li>• Privacy and Data Protection</li> <li>• Thank you</li> <li>• Working with celebrities</li> <li>• Working with other charities</li> <li>• Sustainability</li> <li>• Lone worker</li> </ul>
<b>Sub-Committees:</b>	N/A
<b>Committee Secretary:</b>	<p>The Corporate Governance Team is responsible for:</p> <ul style="list-style-type: none"> <li>• Agreement of agenda and collation of papers.</li> <li>• Taking the minutes and keeping a record of actions arising and issues to be carried forward.</li> <li>• Provision of a highlight report of the key business undertaken to the Trust Board following each meeting</li> </ul>

## 1. Purpose

- 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, and Charity Commission guidance and should provide the Corporate Trustee with the 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 cooperate 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. Duties

The primary role and function of the Committee is as follows:

- 3.1 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.
- 3.2 Review the operation of the Charity, providing assurance to the Corporate Trustee on the development and delivery of the Charity's Fundraising Strategy
- 3.3 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.
- 3.4 To oversee the development and delivery of the Charity's Fundraising Strategy.
- 3.5 To regularly consider the reputation of the Charity and the associated communications and engagement strategy.
- 3.6 Review the risks associated with the work of the Charity and ensure mitigating actions are in place.
- 3.7 Decide whether donations given with restrictions applied should be accepted by the Charity.
- 3.8 Receive reports detailing the establishment of new funds and all new staff appointments made from Southmead Hospital Charity.
- 3.9 Receive reports detailing balances of the Charity's General Funds.
- 3.10 Receive reports on individual charitable non-pay transactions in excess of £10,000.
- 3.11 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.
- 3.12 Review and make recommendation to the Corporate Trustee for the approval of all individual charitable non-pay transactions valued above £500,000.
- 3.13 Review the spending plans and balances held within individual funds.
- 3.14 Make recommendations for any changes to the Reserves Policy to the Corporate Trustee for approval.
- 3.15 Recommend the appointment of Investment Managers to provide investment advice and manage the Trust's investment portfolio.
- 3.16 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.
- 3.17 Determine a policy for the distribution, or otherwise, of realised and unrealised gains on losses on investments.
- 3.18 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.
- 3.19 Ensure compliance with the Trust's Standing Financial Instructions, Financial Control Procedures and Scheme of Delegation.
- 3.20 Receive audit reports on the Charity controls.
- 3.21 Ensure a fundraising strategy is prepared and monitored that complies with Charity Commission guidance and legislation.
- 3.22 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.
- 3.23 Review and approve the Annual Work Plan for the Charity.

#### **4. Monitoring and Effectiveness**

- 4.1 The Committee shall have access to sufficient resources to carry out its duties, including access to company secretarial assistance as required.

- 4.2 It shall be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.
- 4.3 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 Trust Board for approval.
- 4.4 As per NHSE/I requirements the Committee will carry out an annual self-assessment to inform the above review of its Terms of Reference.

Version:	1.3
Ratified by / responsible committee:	Trust Board (acting as Corporate Trustee)
Date ratified:	24 November 2022
Name of originator / author:	Trust Secretary
Lead for Executive Team Meeting:	Jacqui Marshall, Chief Southmead Hospital Charity Officer Glyn Howells, Chief Finance Officer
Date issued:	November 2022
Review date:	November 2023