

Charities Committee – Terms of Reference

1. Constitution

The Board of Directors, acting as Corporate Trustee for the Royal United Hospitals Charitable Fund (RUHX), hereby resolves to establish a Committee to the Board of Directors to be known as the Charities Committee. The Committee has no executive powers other than those specifically delegated in these Terms of Reference.

2. Purpose and Objectives

- Ensure that individual fund objectives and spending plans are in keeping with the objectives, spending criteria and priorities set by the donors.
- Obtain plans for all individual funds and approve if/when appropriate.
- Ensure that donations and investment income or losses are attributed to individual funds appropriately.
- Ensure the sources of income and the terms on which donations are received are acceptable to the Trustees.
- Ensure that all funds are correctly allocated as restricted, unrestricted, or designated, and accounted for accordingly. This analysis will differentiate between restricted, specific and the General charitable fund.
- Recommend an investment advisor to the Trustees following appropriate tendering procedures and regularly monitor and review their performance.
- Ensure that the investment policy for RUHX set by the Trustees is implemented and that sufficient funds are kept readily available to meet planned requirements.
- Ensure (through the NHS Foundation Trust's Finance Department and accounting systems) that there is an appropriate system of control over income and expenditure, and that there are robust governance arrangements in place.
- Ensure that the NHS Foundation Trust's Standing Financial Instructions and the Scheme of Reservation and Delegation are appropriately interpreted for charitable funds.
- Receive and discuss all audit reports on charitable funds and recommend action to the Trustees.
- Ensure that RUHX drafts a strategy and that this is implemented and delivered.
- Review RUHX's annual accounts and comment/ recommend approval to the Trustees as appropriate.
- Ensure there are relevant controls in place to prevent fraud, ensuring oversight of RUHX's assessment of fraud risks and any controls established to address these risks.

- Respond to requests from the Board of Trustees for review or investigation on relating to charitable funds.

3. Membership

The Committee shall be appointed by the Board to ensure representation by Non-Executive and Executive Directors. Members will include:

- Trust Chair
- Non-Executive Director (Chair)
- Chief Finance Officer (or deputy)
- Chief Nursing Officer

A Non-Executive Director will be appointed as Chair of the Committee. In the absence of the Chair of the Committee, another Non-Executive Director will perform this role.

Any Trustee may attend the meeting should they wish to do so and will count towards the quoracy of the meeting.

Meetings of the Committee shall also be attended by:

- Chief Strategic Officer
- Head of Financial Services or Financial Accountant
- Charities and Technical Accountant
- Head of Fund Raising
- Head of Corporate Governance
- EA to Chief Finance Officer (minute taker)

It is agreed that, if necessary, people with appropriate expertise in charitable, clinical, or other matters, but with no direct connection to the NHS Foundation Trust or RUHX, may from time to time be invited to attend the Committee.

a. Quorum

Quorum – Three voting members of the Board of Directors (at least one Executive Director and one Non-Executive Director). The Deputy Chief Financial Officer must be in attendance if the Chief Financial Officer is absent – the Deputy Chief Financial Officer would be a voting member of the Committee in that situation.

b. Attendance by Members

The Chair and Lead Executive (or nominated Deputy) of the Committee will be expected to attend 100% of the meetings. Other Committee members will be required to attend a minimum of 75% of all meetings.

c. Attendance by Other Trustees

Any member of the Board of Directors can attend.

4. Accountability and Reporting Arrangements

The Committee will be accountable to the Board of Directors. A report of the meeting will be submitted and presented to the Board by the Chair who shall draw to the attention of the Board issues that require disclosure to the full Board or require executive action.

5. Frequency

The Committee will meet no less than four times a year.

6. Authority

The Committee is authorised to:

- perform any of the activities within its terms of reference;
- obtain outside professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary; and
- make recommendations to the Board for actions it deems necessary.

The NHS Foundation Trust is trustee of RUHX registered under charity registration 1058323 and the Charity Committee is appointed as the Trust's agent in accordance with s16 of the NHS Trusts (Membership and Procedures) Regulations 1990.

The Committee is authorised by the Corporate Trustees to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience if it considers this necessary.

7. Monitoring Effectiveness

The Committee will undertake an annual review of its performance against its work plan in order to evaluate the achievement of its duties. This review will inform the Committee's annual report to the Board.

8. Secretariat and administration

The Committee shall be supported administratively by the members of the Corporate Governance and Finance teams whose duties in this respect will include:

- Agreement of the agenda with the Chair / Chief Financial Officer
- Collation of the papers which will be disseminated five working days in advance of the meeting.
- Arranging for minutes and actions which will be disseminated five working days after the meeting.
- Accessing advice to the Committee as required.
- Chief Financial Officer and Head of Financial Services / Financial Accountant to advise the Committee on pertinent areas.

9. Review

These terms of reference will be reviewed at least annually as part of the process for managing the Committee's effectiveness.

Approved by Charities Committee: December 2024

Ratified by the Board of Directors: 15 January 2025

Author: Roxy Milbourne, Interim Head of Corporate Governance Document Approved by: Charities Committee	Date: 15 January 2025 Version: 1
Agenda Item:	Page 3 of 3