

# TERMS OF REFERENCE

for the


University Hospitals Dorset NHS Foundation  
Trust

**Charitable Funds Committee**

October 2024

## DOCUMENT DETAILS


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| <b>Signed:</b>                   |  |
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| September 2020   | 1           | September 2022    | September 2020    | Company Secretary               | New Terms of Reference   |
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| January 2023     | 2.0         | January 2024      | 25 January 2023   | Company Secretary               | Re-draft to align with approach to other Committee Terms of Reference. |
| September 2023   | 2.0         | July 2024         | 27 September 2023 | Company Secretary               | Review date amended to July 2024 in line with other Board Committees   |
| October 2024     | 3.0         | July 2025         | 6 November 2024   | Company Secretary               | Annual review  |

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| Name of approving body   | Board of Directors | Date               | 6 November 2024   |
| Print Name   | Rob Whiteman       | Signature of Chair |  |

## **UNIVERSITY HOSPITALS DORSET NHS FOUNDATION TRUST**

### **CHARITABLE FUNDS COMMITTEE**

#### **TERMS OF REFERENCE**

#### **1. PURPOSE**

- 1.1 These Terms of Reference relate to the operation of the University Hospitals Dorset NHS Foundation Trust Charitable Funds (Charity Registration Number: 1057366).
- 1.2 The Charitable Funds Committee (Committee) is formally established as a committee of the Corporate Trustee (the Trustee), with the Board of Directors of University Hospitals Dorset NHS Foundation Trust acting as the Board of the Trustee. Part 9, s177 of the Charities Act 2011 defines “charity trustees” as “the persons having the general control and management of the administration of the charity”.
- 1.3 The Committee provides the Board of Directors of the Trust (Board) with a means of assurance regarding the administration of the Charity in accordance with applicable legislation.
- 1.4 The Committee has no executive powers other than those specifically delegated in these terms of reference.

#### **2. RESPONSIBILITIES**

- 2.1 To monitor and authorise the application of all charitable funds in accordance with the Charities Acts, external guidance and applicable legislation and to ensure that decisions on the use or investment of such funds are compliant with the explicit conditions or purpose of each donation or bequest.
- 2.2 To make decisions involving the investment of charitable funds with regards to the existing and subsequent legislation, policy and guidance from the Charity Commission.
- 2.3 To ensure compliance with the Trust’s Standing Financial Instructions and Scheme of Delegation as applicable to charities.
- 2.4 To monitor the performance of the investment portfolio, to include the review of spending plans and balances held within individual charitable funds.
- 2.5 To review and recommend approval to the Board of the Annual Report and Accounts of the Charity for submission to the Charity Commission.
- 2.6 To receive and review the quarterly charitable funds income and expenditure accounts together with any other supporting information.
- 2.7 To ensure that expenditure is controlled and utilised on suitable projects.
- 2.8 To establish policies and procedures to ensure the effective day to day management of the charitable funds and to ensure that these procedures are followed.

- 2.9 To review detailed business cases relating to major investment decisions and to recommend investment or otherwise.
- 2.10 To ensure legacies are realised in a timely and complete manner.
- 2.11 To safeguard donated money.
- 2.12 To review annually the overall fundraising strategy and fundraising projects and recommend schemes to the Board for approval.
- 2.13 To enact the overall strategy, as set by the Board, on the use of the Charitable Fund.

### **3. MEMBERSHIP/ ATTENDANCE**

- 3.1 Membership of the Committee comprises of three Non-Executive Directors, the Chief Finance Officer and the Chief People Officer.
- 3.2 In addition, the following will attend the Committee to provide information and advice with prior agreement of the Committee Chair and/or to present a report to the Committee or a Chief Officer is unable to attend:
  - Chief Strategy and Transformation Officer;
  - Head of Charity;
  - Associate Director of Finance;
  - Associate Director of Communications;and others (external or internal) as invited by the Committee Chair.
- 3.3 The Committee will be chaired by a Non-Executive Director of the Trust. A Non-Executive Deputy Chair may be nominated. In the absence of the Committee Chair and/or an appointed Deputy, the remaining members shall elect one of the Non-Executive Directors present to chair the meeting.
- 3.4 Subject to paragraphs 3.2 above and 3.6 below, only members of the Committee have the right to attend Committee meetings. If a standing member is unable to attend, they may exceptionally send a deputy to the meeting, but the deputy will not have voting rights at the meeting. The Committee Chair may ask any or all of those who attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.
- 3.5 Committee members should aim to attend all scheduled meetings but must attend a minimum of two thirds of meetings. The Company Secretary (or their nominee) will maintain a register of members' attendance.
- 3.6 Any Non-Executive Director who is not a member of the Committee may attend any meeting of the Committee with prior agreement of the Committee Chair.

- 3.7 Governor(s) may be invited by the Chair to attend meetings of the Committee as observer(s). Observers are not members of the Committee.

#### **4. AUTHORITY**

- 4.1 The Committee is authorised by the Board to investigate/review any activity within the Terms of Reference.
- 4.2 The Committee is authorised to approve its governance cycle.
- 4.3 The Committee is authorised by the Board to obtain any external advice it requires to discharge its duties and to request the attendance of individuals and authorities from outside the Trust with relevant experience and expertise if it considers this necessary for or expedient to the exercise of its functions.
- 4.4 The Committee is authorised to obtain such internal information as is necessary and expedient to the fulfilment of its functions and all employees are directed to co-operate with any request made by the Committee.
- 4.5 The Committee is authorised to recommend approval to the Board, the Annual Report and Accounts for submission to the Charity Commission.
- 4.6 The Committee is authorised to develop and agree an investment policy.
- 4.7 The Committee is authorised to agree expenditure of charitable funds up to £250,000 per individual item of expenditure. Charitable applications above £250,000 will be considered and recommended for approval by the Board.
- 4.8 The Committee is authorised to review and approve annually the overall fundraising strategy for the Fundraising Department.

#### **5. CONDUCT OF BUSINESS**

- 5.1 The Constitution, Scheme of Delegation and Standing Orders of the Trust, as far as they are applicable, shall apply to the Committee and any of its meetings.
- 5.2 The Committee will normally meet on a quarterly basis and at such other times as the Committee Chair shall require.
- 5.3 Meetings of the Committee shall be quorate if there at least three members present, which will include the Chair (or a Non-Executive Director deputy), another Non-Executive Director and one Executive Director. For the avoidance of doubt, an Officer in attendance who has been formally appointed by the Board to act up for an Executive Director shall count towards the quorum.
- 5.4 If a meeting of the Committee is inquorate, then the meeting can progress if those present determine. However, no business shall be transacted; items requiring approval may be submitted to the next meeting of the Board as an urgent item.
- 5.5 Meetings of the Committee shall be called by the Company Secretary at the request of the Committee Chair.
- 5.6 The Company Secretary (or their nominee) is responsible for preparing the agenda for agreement by the Committee Chair. The Company Secretary (or their

nominee) shall collate and circulate papers to Committee members. Unless otherwise agreed by the Committee Chair, papers should be provided not less than seven working days before the meeting and the agenda and papers should be circulated not less than five working days before the meeting.

- 5.7 Under exceptional circumstances, in the case of emergency or urgency, items of business may be conducted outside of formal meetings. This should normally be agreed by the Committee in advance and carried out either by: calling an extraordinary meeting or reaching consensus on a decision by e-mail. Any decisions made in this manner must be formally ratified by the Committee and/or Board at the next meeting.
- 5.8 Committee business may be transacted through virtual media (including, but not limited to video conferencing). At the start of each meeting taking place without all parties physically present, the Committee Chair shall be responsible for determining that the meeting is quorate.
- 5.9 Proceedings and decisions made will be formally recorded by the Company Secretary team in the form of minutes, which will be submitted to the next meeting of the Committee for approval. Once approved by the Committee, minutes of the meetings of the Committee shall be circulated to all other members of the Board, unless the Committee Chair is of the opinion that it would be inappropriate to do so.
- 5.10 Members will be expected to conduct business in line with the Trust's values and objectives.
- 5.11 Members of, and those attending, the Committee shall behave in accordance with the Trust's Constitution, Standing Orders and Codes of Conduct (including, but not limited to, observing confidentiality).
- 5.12 Members must demonstrably consider the equality and diversity implications of the decisions they make.

## **6. RELATIONSHIPS AND REPORTING**

- 6.1 The Committee shall be accountable to the Trustee. It falls to the Board to act on behalf of the Trustee in making trustee decisions.
- 6.2 The Committee shall make recommendations to the Board in relation to issues that require decision or resolution by the Board.
- 6.3 The Committee Chair shall present a report summarising the proceedings of each Committee meeting at the next meeting of the Board. For the avoidance of doubt, where practicable, this shall be a written report, with a verbal update being provided as necessary.

## **7. MONITORING**

- 7.1 Attendance will be monitored at each committee meeting. A matrix (see example at Appendix A) of membership attendees will be used for monitoring purposes.
- 7.2 The Trust's Annual Report will include a section regarding the work of the Committee.

- 7.3 On an annual basis, the Committee will provide a self-assessment report to the Board detailing how the Committee has discharged its obligations as set out within its terms of reference, specifically incorporating an assessment of its effectiveness and making recommendations for improvement, where appropriate.

## **8. REVIEW**

- 8.1 These Terms of Reference will be reviewed annually or sooner if appropriate.
- 8.2 The position of the Chair of the Committee will be reviewed at least every three years.



## APPENDIX A

### ATTENDANCE AT CHARITABLE FUNDS COMMITTEE MEETINGS

| NAME OF COMMITTEE:  | Charitable Funds Committee |  |  |  |  |  |  |  |  |
|---|----------------------------|--|--|--|--|--|--|--|--|
| Present <i>(include names of members present at the meeting)</i>              | Meeting Dates              |  |  |  |  |  |  |  |  |
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| Was the meeting quorate? Y / N<br><i>(Please refer to Terms of Reference)</i> |                            |  |  |  |  |  |  |  |  |