

# BRADFORD HOSPITALS' CHARITY CHARITABLE FUND COMMITTEE TERMS OF REFERENCE



<b>Version:</b>	2
<b>Executive Lead:</b>	Director of Strategy & Integration
<b>Approval Committee:</b>	Board of Directors
<b>Date approved:</b>	TBC
<b>Review date:</b>	November 2022

## CHARITABLE FUND COMMITTEE – TERMS OF REFERENCE

### 1. Status and overall purpose of the Charitable Fund Committee

The Charitable Fund Committee (“the Committee”) is a Committee of the Board of Directors. Its purpose is to give additional assurance to the Board that the Trust’s charitable activities are within the law and regulations set by the Charity Commissioners for England and Wales and to ensure compliance with the charity’s own governing document.

It does not remove from the Board the overall responsibility for this area but provides a forum for a more detailed consideration of charitable matters and allows for direct contact with the Charity Commissioners where necessary.

The Board Members of the Committee shall act as Trustees of the Charity and in this Terms of Reference are together called “the Trustees”.

### 2. Scope of Authority

The Committee is authorised by the Board of Directors to monitor all aspects of charitable activity within Bradford Teaching Hospitals as set out within its governing document registered with the Charity Commission.

The Committee is authorised by the Board of Directors to obtain as and when required external independent professional advice through normal business processes and to secure the attendance of outside parties with relevant experience and expertise if this is considered to be appropriate.

### 3. Scope and Objects of the Charity

The Charity has as its sole objective to use its funds:

“For any charitable purpose or purposes relating to the NHS wholly or mainly for the services provided by Bradford Teaching Hospitals NHS Foundation Trust”.

The Charity seeks to achieve this objective, giving consideration to general guidance on public benefit, by two main routes.

Firstly, the Corporate Trustee works to identify significant projects to which it can contribute or which it can wholly fund. It actively enhances the refurbishment of wards and clinical areas from basic specifications to higher quality.

Secondly, there are hundreds of staff working at a sub-fund level to identify small but valuable differences where Charitable Fund monies can deliver benefits to patients / staff, such as attendances at extra training courses or conferences.

### 4. What is Public Benefit?

To be charitable, spending must demonstrate sufficient public benefit in what it aims to achieve.

Patient focused expenditure within the NHS (unless directed mainly towards private patients) will generally meet this public benefit test.

## 5. Corporate Strategy

To achieve the strategic objectives of the Charity, the Trustees' priorities should be:

1. To provide outstanding care for patients
2. To deliver our financial plan and key performance targets
3. To be in the top 20% of employers in the NHS
4. To be a continually learning organisation
5. To collaborate effectively with local and regional partners

## 6. Powers of Trustees and their responsibilities

Trustees have and must accept ultimate responsibility for directing the affairs of a Charity, and ensure that it is solvent, well-run, and delivering the charitable outcomes for which it has been set up. Bradford Teaching Hospitals NHS Foundation Trust is a corporate body and is the Corporate Trustee of the Charity, acting through the Board of the Foundation Trust. Members of the Board of Directors and the Committee must act in accordance with the responsibilities and duties of charity Trustees.

### Compliance – Trustees must:

- Ensure that the Committee complies with charity law, and with the requirements of the Charity Commission as regulator; in particular ensure that the Committee prepares reports on what it has achieved and annual returns and accounts as required by law.
- Ensure that the Committee does not breach any of the requirements or rules set out in its governing document and that it remains true to the charitable purpose and objects set out there.
- Comply with the requirements of other legislation and other regulators (if any) which govern the activities of the charity.
- Act with integrity, and avoid any personal conflicts of interest or misuse of charity funds or assets.

### Duty of prudence – Trustees must:

- Ensure that the charity is and will remain solvent.
- Use charitable funds and assets reasonably, and only in furtherance of the charity's objects.
- Avoid undertaking activities that might place the charity's endowment, funds, assets or reputation at undue risk.

### Duty of care – Trustees must:

- Use reasonable care and skill in their work as Trustees, using their personal skills and experience as needed to ensure that the charity is well-run and efficient.
- Consider getting external professional advice on all matters where there may be material risk to the charity, or where the Trustees may be in breach of their duties.

## 7. ~~Membership and attendance at~~ the Charitable Fund Committees

The Charity and its property shall be managed and administered by a Committee comprising Board Members elected ~~in accordance with the governing document by the Board of Directors. The Board Members of the Committee shall act as Trustees of the Charity and in this constitution are together called "the Trustees".~~

The Committee membership shall comprise ~~as follows~~;

The Chairman  
~~Two~~ Up to four other Non-Executive Directors  
The Chief Executive  
The Director of Finance  
The Chief Nurse  
The Director of Strategy and Integration\*

~~\*The Director of Strategy and Integration will not be in post in April 2019, due to that role acting up as Chief Executive.~~

The Deputy Finance Director and Trust Secretary will be in attendance.

## 8. General Meetings

The Committee shall meet ~~quarterly~~ three times per year unless the Committee agrees a different meeting schedule.

A minimum period of notice is required to hold any general meetings of the Committee of at least fourteen ~~clear~~ calendar days.

## 9. Quorum

No business shall be transacted at any general meeting unless a quorum is present. A quorum is a minimum of three ~~Board Directors~~ Trustees with including at least one Executive and one Non-Executive Director.

## 10. Chair

General meetings shall be chaired by the Chairman.

If there is no such person or he or she is not present, a ~~Trustee~~ Non Executive Director nominated by the Trustees shall chair the meeting.

## 11. Adjournments

The ~~members~~ Trustees present at a meeting may resolve that the meeting shall be adjourned.

## 12. Votes

Each ~~executive and non-executive member~~ Trustee shall have one vote but if there is an equality of votes the person who is chairing the meetings ~~s~~ shall have a casting vote in addition to any other vote he or she may have.

### **13. Duties of the Committee**

The duties of the Committee are to:

- Ensure that the Charity complies with current legislation;
- Review new legislation and its impact on the Charity;
- Set and review an investment policy for the Charity;
- Appoint brokers to manage the Charity's funds if required;
- Review the performance of the Charity's investments as managed by its brokers;
- Set and review an investment policy including the use of investment gains;
- Review individual fund balances within the overall Charity on a regular basis;
- Seek expenditure plans from individual fund holders where funds are currently not being used;
- Agree guidance and procedures for fund holders;
- Review audit recommendations;
- Review the Annual Accounts for the Charity; and
- Review the Annual Reports for the Charity.

### **14. Financial Controls**

Financial controls are an essential part in assuring all stakeholders that a charity's property is safeguarded, is managed efficiently and that sound governance arrangements exist.

The Director of Finance is responsible for implementing an internal control system which clearly shows areas of responsibility and lines of authority. These are set out in the following internal documents set by the Committee in the governing document.

- Expenditure policy
- Investment policy
- Reserve policy

### **15. Disqualification and removal of Trustees**

A Trustee shall cease to hold office if he or she;

- Ceases to be a Director of the Charity
- Resigns as a Trustee
- Is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993

### **16. Delegation**

The Trustees may delegate any of their powers or functions to a subcommittee of two or more Trustees but the terms of any such delegation must be recorded in the minute book. The Trustees have the power to delegate all investment decisions to the appointed investment broker.

### **17. Minutes**

The Trustees must keep minutes of all:

- proceedings at meetings of the Charity;
- meetings of the Trustees and committees of Trustees including the names of the Trustees present at the meeting;
- the decisions made at the meetings and where appropriate the reasons for the decisions;

- the draft minutes as agreed with the Chairman of each Committee will be presented to the next Board of Directors meeting. Any amendments to those minutes agreed at the subsequent Committee will also be reported to the next Board of Directors meeting.

## **18. Annual Report and Return of Accounts**

The Trustees must comply with their obligations under the Charities Act 1993 with regard to;

- the keeping of accounting records for the Charity-;
- the preparation of annual statements of account for the Charity-;
- the auditing, or independent examination, of the statements of account of the Charity;
- the preparation of an annual report and the sending of it together with the statements of account to the Charity Commission; and
- the preparation of an annual return and its transmission to the Charity Commission.

Accounts must be prepared in accordance with the provisions of any Standard of Recommended Practice (SORP) issued by the Charity Commission.

## **19. Review of Terms of Reference**

The Committee shall review the terms of reference annually, and any amendments required shall be put before a meeting of the Board of Directors for approval.