

CHARITY CORPORATE TRUSTEE COMMITTEE

Final - Terms of Reference – Final

CONSTITUTION

1. The Board of Directors approved the establishment of the Charity Corporate Trustee Committee (known as “the Committee” in these terms of reference) for the purpose of:
 - a) overseeing the management of the affairs of the charity called the Morecambe Bay Hospitals Charity on behalf of the University Hospitals of Morecambe Bay NHS Foundation Trust, the sole corporate trustee of the charity;
 - b) ensuring that the Charity operates within the terms of its Declaration of Trust and appropriate registration with the Charity Commission;
2. The Committee is accountable to the Board of Directors and any changes to these terms of reference must be approved by the Board of Directors.

DUTIES

3. In particular the Committee will:
 - a) manage the affairs of the Morecambe Bay Hospitals Charity within the terms of its Declaration of Trust, and appropriate legislation;
 - b) manage the investment of funds in accordance with the Trustee Act 2000 and, if necessary, appoint fund managers to act on its behalf;
 - c) ensure funding decisions are appropriate and are consistent with the Charity’s objectives, to ensure such funding provides added value and public benefit;
 - d) receive regular reports on the performance of any charitable fundraising activities;
 - e) oversee the implementation, as appropriate, of procedures and policies to ensure accounting systems are robust, donations are received and coded as instructed and that all expenditure is reasonable, and ethically appropriate;
 - f) approve the annual accounts and report of the charity, ensuring that all relevant information is disclosed;

- g) review and approve any returns / information required to be submitted by legislation, to the regulator (Monitor), the Department of Health or the Charity Commission;
- h) make arrangements to induct new members of the Committee.

MEMBERSHIP

- 4. The Committee will include the following members:
 - a) Chair of the Trust (Chair);
 - b) All Non Executive Directors on the Board of Directors;
 - c) All Executive Directors on the Board of Directors.
- 5. All members listed above have voting rights.
- 6. The Chair of the Committee is the Chair of the University Hospitals of Morecambe Bay NHS Foundation Trust. The Deputy Chair of the Committee is a Non Executive Director appointed by the Chair of the University Hospitals of Morecambe Bay NHS Foundation Trust. If the Chair is not present, then the Deputy Chair shall chair the meeting. If the alternative chair is also not present, then members present will agree which of the remaining Non Executive Directors will chair the meeting.

ATTENDANCE

- 7. The following will be in attendance:
 - a) Corporate Minute Secretary (as Secretary to the Committee);
 - b) The Head of Financial Services (as the nominated Trust officer responsible for accounting for charitable transactions).
- 8. In exceptional circumstances, deputies may be nominated to attend prior to the meeting, with the Chair's approval. Such deputies will be in attendance and will have no voting rights.
- 9. The Chair of the Committee may also extend invitations to other personnel with relevant skills, experience or expertise as necessary to deal with the business on the agenda. Such personnel will be in attendance and will have no voting rights.

RESPONSIBILITY OF MEMBERS AND ATTENDEES

- 10. Members and attendees of the Committee have a responsibility to:
 - a) attend at least 80% of meetings, having read all papers beforehand;
 - b) act as 'champions', disseminating information and good practice as appropriate;
 - c) identify agenda items, for consideration by the Lead Director / Secretary at least 12 days before the meeting;

- d) prepare and submit papers for a meeting, using the template in the Governance Strategy, at least 8 days before the meeting;
- e) if unable to attend, send their apologies to the Chair and Secretary prior to the meeting and, if appropriate, seek the approval of the Chair to send a deputy to attend on their behalf;
- f) when matters are discussed in confidence at the meeting, to maintain such confidences;
- g) declare any conflicts of interest / potential conflicts of interest in accordance with the University Hospitals of Morecambe Bay NHS Foundation Trust's and Morecambe Bay Hospitals Charity policies and procedures;
- h) at the start of the meeting, declare any conflicts of interest / potential conflicts of interest in respect of specific agenda items (even if such a declaration has previously been made in accordance with the University Hospitals of Morecambe Bay NHS Foundation Trust's or Morecambe Bay Hospitals Charity policies and procedures);

QUORUM

- 11. A quorum will normally be four members. Of these members:
 - a) at least two should be Non Executive Directors;
 - b) at least two should be Executive Directors.
- 12. When considering if the meeting is quorate, only those individuals who are members can be counted, deputies and attendees cannot be considered as contributing to the quorum.

FREQUENCY

- 13. Meetings will normally take place at least three times per year in accordance with the meetings schedule for the University Hospitals of Morecambe Bay NHS Foundation Trust.
- 14. The business of each meeting will be transacted within a maximum of two hours.

AUTHORITY

- 15. The Committee is authorised by the Board of Directors:
 - a) to apply the charitable funds in accordance with their respective governing documents and within the budget, priorities and spending criteria determined by the Trust as corporate trustee;
 - b) to apply a Duty of Care and to ensure compliance with:
 - The Trustee Act 2000;

- The Charities Act 2011;
 - Terms of the Fund's governing documents;
 - The Charities (Accounts and Reports) Regulations 2008;
 - The Statement of Recommended Practice 'Accounting and Reporting by Charities' (SORP) 2005;
- c) to agree objectives, strategies, policies and priorities for the Charity and to review these on an annual basis;
 - d) to obtain outside legal advice or other independent professional advice and to secure the attendance of outsiders with relevant experience if the Committee consider this necessary;
 - e) to receive regular financial reports on the performance of the charity against its annual plan and to update the plan when necessary;
 - f) to approve all individual charitable fund expenditure in excess of £10,000;
 - g) to advise the Board of Directors on any charitable expenditure exceeding £500,000;
 - h) to approve and monitor the progress of any appeals and to ensure that all fundraising is consistent with the Institute of Fundraising code of practice;
 - i) to approve a Fundraising Strategy for the Charity;
 - j) to establish and approve the terms of reference of such sub-committees, groups or task and finish groups as it believes are necessary to fulfil its terms of reference.

DELEGATED POWERS AND DUTIES OF THE DIRECTOR OF FINANCE

16. The Director of Finance and Information has prime responsibility for administering the Trust's Charitable Funds as defined in the University Hospitals of Morecambe Bay NHS Foundation Trust's Standing Financial Instructions.

AUDIT AND ASSURANCE

17. Assurance that the Charity is properly governed and well managed will be provided through internal audit review of Charitable Funds as part of the annual audit programme agreed by the Audit Committee of the University Hospitals of Morecambe Bay NHS Foundation Trust.
18. The Charity will also be audited by Grant Thornton LLP in accordance with the provisions of Section 154 of the Charities Act 2011 and the Letter of Engagement issued 4 December 2012.

DECISION MAKING

19. Wherever possible members of the Committee will seek to make decisions and recommendations based on consensus.
20. Where this is not possible then the chair of the meeting will ask for members to vote using a show of hands, provided that nothing in the way of business is conducted is prohibited by the standing orders of the University Hospitals of Morecambe Bay NHS Foundation Trust.
21. In the event of a formal vote the chair will clarify what members are being asked to vote on – the 'motion'. Subject to meeting being quorate a simple majority of members present will prevail. In the event of a tied vote, the chair of the meeting may have a second and deciding vote.
22. Only the members of the Committee present at the meeting will be eligible to vote. Members not present, deputies and attendees will not be permitted to vote, nor will proxy voting be permitted. The outcome of the vote, including the details of those members who voted in favour or against the motion and those who abstained, shall be recorded in the minutes of the meeting.

REPORTING

23. The Committee will have the following reporting responsibilities:
 - a) to ensure that the minutes of its meetings are formally recorded;
 - b) to produce those assurance and performance management reports listed in the Committee's annual work programme;
 - c) any items of specific concern, or which require the Board of Directors approval, will be subject to a separate report;
 - d) to produce an annual report for the Board of Directors setting out progress made and futures developments. This should include a completed annual self-assessment (the format to be approved by the Audit Committee) and the identification of any development needs for the Committee.

REPORTING GROUPS

24. Any sub groups established will be required to submit the following information to the Committee:
 - a) their terms or reference for formal approval and review;
 - b) the minutes of their meetings, together with a summary prepared by the chair of that group outlining the key issues discussed at the meeting and those issues that need to be brought to the attention of this Committee;

- c) to produce those assurance and performance management reports listed in the individual group's annual work programmes which have been agreed with, and are required by, this Committee;
- d) an annual report setting out the progress they have made and future development; and
- e) any report or briefing requested by this Committee.

ADMINISTRATIVE ARRANGEMENTS

25. The Lead Director, the Director of Finance and Information, is a member of the Committee and has corporate responsibility for:
- a) liaising with the Chair on all aspects of the work of the Committee, including providing advice;
 - b) ensuring the Committee acts in accordance with standing orders and the scheme of reservation and delegation;
 - c) identifying an officer to undertake the role of Secretary;
 - d) overseeing the delivery of the Secretary's duties.
26. The Secretary of the Committee will be responsible for:
- a) attending the meeting;
 - b) ensuring correct and formal minutes are taken in the format prescribed in the Governance Strategy and, once agreed by the Chair, distributing minutes to the members and submitting a copy to the Assistant Chief Executive;
 - c) keeping a record of matters arising and issues to be carried forward;
 - d) producing an action list following each meeting and ensuring any outstanding action is carried forward on the action list until complete;
 - e) producing a schedule of meetings to be agreed for each calendar year and making the necessary arrangements for confirming these dates and booking appropriate rooms and facilities;
 - f) providing appropriate support to the Chair, Lead Director and Committee members;
 - g) providing notice of each meeting and requesting agenda items no later than 14 days before a meeting;
 - h) agreeing the agenda with the Chair and Lead Director prior to sending the agenda and papers to members no later than 7 days before the meeting;

- i) ensuring the Annual Work Programme is up to date and distributed at each meeting;
- j) ensuring the papers of the Committee are filed in accordance with the University Hospitals of Morecambe Bay NHS Foundation Trust's policies and procedures.

REVIEW

27. Terms of Reference will normally be reviewed annually, with recommendations on changes submitted to the Board of Directors for approval.

Last Reviewed by the Charity Corporate Trustee Committee:	12 December 2012
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