



# Blood and Transplant

## TRUST FUND COMMITTEE TERMS OF REFERENCE

### 1. Title and Constitution of Committee

The Trust Fund Committee (the Committee) is established by the Board of NHSBT (the Authority) as a committee of the Board, with the powers and responsibilities delegated to it within the NHSBT Standing Orders, the NHSBT Standing Financial Instructions and these Terms of Reference.

### 2. Purpose of Committee and Scope

The purpose of the Committee is to administer the funds which are donated to the NHS Blood and Transplant Trust Fund, ensuring that they are kept distinct from the funds of the Authority, and are used effectively to further the interests of the Authority, its staff, blood donors and other bodies and persons with whom the Authority has a relationship as part of the NHS in England and Wales. The Committee is responsible for ensuring compliance with the requirements of the regulations applicable to charities in England and Wales, and any requirements or restrictions attached to funds received.

### 3. Role and Responsibilities of Committee

The Committee shall take responsibility for the following matters regarding the management of funds held on trust by the Authority, keeping the Board advised of its deliberations and actions, and making recommendations to the Board on policy matters and where it has no delegated executive powers:

#### 3.1. Management of Charitable Funds

Ensuring that the Authority manages the funds it holds on charitable trust within its powers as corporate trustee, legal requirements and guidance on good practice, and meets all its obligations to the Charity Commission and the Secretary of State for Health and Social Care.

#### 3.2. Restricted Funds

Avoiding, wherever possible, the receiving and holding of charitable funds which have restrictions pertaining to how they may be used, except where the Committee has considered and agreed an application for, or a donation of, funds for a particular purpose. Where funds are received subject to certain conditions, the Committee is responsible for ensuring that the funds are used in accordance with those conditions, and that any reporting requirements set by the donor are satisfied.

#### 3.3. Use of Funds

Ensuring that the charitable funds are used to further the interests of the Authority, its staff, blood donors and other bodies and persons with whom the Authority has a relationship as part of the NHS in England and Wales.

#### 3.4. Governance

- 3.4.1. Ensuring that there is an appropriate distinction between the Authority as corporate trustee and the Authority as a public body.
- 3.4.2. Ensuring that the Authority's corporate governance procedures, as they affect charitable funds, are up to date, appropriate and effective.

**3.4.3.** The Committee shall make recommendations to the Board as to the powers it may delegate to be exercised by the Committee.

**3.4.4.** Liaising with the Audit, Risk and Governance Committee on matters of internal control affecting the charitable funds, including the approval of audit plans and fees, and dealing with matters raised in audit reports and management letters.

### **3.5. Transparency**

Conducting its proceedings in an open manner, and ensuring the appropriate publication of the Annual Report and Accounts, and other documents at its discretion.

## **4. Delegated Powers**

### **4.1. Day-to-Day Operations**

The Committee shall exercise full executive powers on behalf of the Board and the Authority as corporate trustee in the management of funds held on trust, except where the Board has retained its decision-making powers, as regards:

- Receiving and holding funds.
- Promoting the raising of funds.
- Spending funds.
- Investing funds.
- Obtaining professional advice and the services of appropriate consultants.
- Entering into agreements for the delivery of services and the supply of goods.
- Corresponding with the regulatory bodies.

### **4.2. Budget**

In using its executive powers the Committee may incur expenditure from a budget which the Committee approves annually, and which has been funded from the charitable funds of the Authority.

### **4.3. Accountability**

The Committee may require staff of the Authority and persons in contract with the Authority to appear before it on matters relating to the management of funds held on trust.

## **5. Reporting Relationship**

**5.1.** The Minutes of the Committee meetings will be formally recorded and submitted to the Board, including recording the names of those in attendance. The Chair of the Committee will draw to the attention of the Board any issues that require disclosure to the full Board or require Executive action.

**5.2.** The Committee will report to the Board annually on its activities, its annual financial statements and its compliance with the requirements of external regulators, such as the Independent Examiner of its financial statements, and the Charity Commission.

## **6. Chair**

The Board will appoint the Chair of the Committee from the non-executive directors of the Authority, excluding the Chairman of the organisation.

## **7. Composition, Membership, Attendance and Quorum of Committee**

**7.1.** The Committee members will be appointed by the Board. In absence of the committee chair, the remaining members present shall elect one of the non-executive Board members to chair the meeting.

**7.2.** There will be up to two non-executive Board members and up to two executive Board members, and a quorum shall be one non-executive Board member and one executive Board member.

**7.3.** The meetings shall be open to attendance by any Board member. Officers of the Authority shall attend by invitation of the Committee.

## **8. Frequency, conduct and proceedings of meetings**

**8.1.** The Committee shall meet as frequently as it may determine to be necessary to complete its key tasks, with a minimum of three meetings a year, and not more than six meetings a year.

**8.2.** Meetings of the committee shall be called by the secretary of the committee at the request of the Committee Chair or any of its members.

## **9. Declaration of interests**

Members and attendees will be invited to declare any interests they might have in any issue arising at the meeting which might conflict with the business of the Trust Fund.

## **10. Performance Review**

The Committee will annually review its performance, evaluate any support or development needs, and review these Terms of Reference and recommend any changes to the Board.

## **11. Responsible senior executive**

The lead Director providing support to the Committee is the Chief Financial Officer.

## **12. Secretariat**

The Central Secretariat overseen by the Company Secretary will provide administrative secretariat support. Duties of the secretariat will include:

- Agreement of agenda with the Chair and attendees.
- Collation and distribution of papers for meetings.
- Drafting of minutes for agreement by the Chair and attendees.
- Advising the Committee on pertinent areas and briefing the Chair as appropriate.

## **13. Dates of Revisions**

July 2019

December 2020

Terms of Reference  
for the Trust Fund Committee  
July 2023

February 2022

February 2023

July 2023

Approved	NHSBT Board on xx xxx 2023
Review due	July 2024 (or earlier if required)

DRAFT