

Board Trust Fund Committee

Terms of Reference

1. Purpose

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

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. **The Committee is responsible for the development of the Trust Fund's funding strategy and oversight of its implementation and fundraising activities.**

The purpose of the Committee shall be delivered through the performance of the duties set out in section 5.

2. Composition

2.1. Membership

The Committee members will be appointed by the Board.

There will be up to two non-executive Board members and up to two executive Board members.

Members of the Committee should ideally have governance, finance, people leadership or clinical/medical/scientific experience.

Executive Board members may arrange for a deputy to attend in their place if unavailable for a meeting, however the deputy must hold sufficient knowledge to contribute to the meeting effectively. Provided the deputisation is formally agreed by the Chair their attendance shall count when assessing the quorum.

The Board may appoint Associate Non-Executive Directors or independent members of the Committee to fill any identified skills and experience or diversity gaps, however they shall not hold voting rights.

2.2. Committee Chair

The Board will appoint the Chair of the Committee from the non-executive directors of the Authority. In absence of the committee chair, the remaining members present shall elect one of the non-executive Board members to chair the meeting.

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2.3. Lead Executive

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

2.4. Attendees

Only members of the Committee have a right to attend and vote at Committee meetings, however subject to the approval of the Committee Chair, the meetings shall be open to attendance by any Board member.

Officers of the Authority shall attend by invitation of the Committee.

Representatives of relevant directorates may be invited by the Committee Chair, to present to, or attend to contribute at Committee meetings, either on a regular basis, or at specific times depending upon the subject matter of meetings.

Parties external to NHSBT may also be invited by the Committee Chair to attend all, or part of a meeting, eg professional advisors/service providers, partners, regulators, etc.

The Committee Chair may ask any person in attendance who is not a member of the Committee to withdraw from a meeting to facilitate open and frank discussion of a particular matter.

2.5. Secretary

The ~~Corporate Governance Team 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 ~~Lead Executive attendees~~.
- Collation and distribution of papers for meetings.
- Drafting of minutes for agreement by the Chair and ~~Lead Executive attendees~~.
- Advising the Committee on pertinent areas and briefing the Chair as appropriate.

3. Meeting Arrangements

3.1. Format

Meetings may be held in person, by telephone, video conferencing or in hybrid format.

3.2. Frequency

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.

Outside of the formal meeting programme, the Committee Chair will maintain a dialogue with key individuals and third parties, including the Board Chair, the Chief Executive, Executive Leads for relevant directorates and the Company Secretary.

3.3. Quorum and Decision Making

The quorum for meetings shall be ~~three Committee one non-executive Board member and one executive Board~~ members, one of whom will be the Chief Financial Officer. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and

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discretions vested in or exercisable by the Committee. A meeting that is inquorate may proceed, however no decisions may be made, and the minutes should reflect this.

Decisions shall be determined by a majority of the votes of the members present and voting on the question. In the case of the number of votes for and against being equal, the Chair of the meeting shall have a second or casting vote.

If all members agree, urgent matters arising between formal meetings can be dealt with by e-mail, telephone or videoconference, with the outcomes of such exchanges formally recorded in the minutes of the next full meeting.

3.4. Notice of Meetings

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.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda shall be circulated c. one month prior to the meeting. Papers shall in normal circumstances be circulated to each member of the Committee and any other person required to attend, no later than seven days before the date of the meeting.

3.5. Minutes

The Secretary shall minute the proceedings and decisions of all meetings of the Committee, including recording the names of members present and those in attendance.

Draft minutes will in normal circumstances be sent to the Executive Lead for the Committee within five working days of the meeting. The Executive Lead will review the draft within 5 working days, and a final draft will be sent to the Committee Chair within ten working days of the meeting. The draft minutes will be submitted for formal agreement at the next meeting.

The Committee will ensure the minutes are made available to the next private Board meeting. In exceptional circumstances, where meeting content is highly confidential and/or sensitive and not appropriate for full minutes, the Chair and Lead Executive shall decide how to record and report this to the Board.

4. Declarations of Interest

All members and attendees of the Committee must declare any relevant actual, or potential, conflicts of interest at the commencement of any meeting. This includes financial interests, non-financial professional interests, non-financial personal interests and indirect interests. (See Conflicts of Interest Policy for guidance. The Company Secretary can provide advice and guidance on reporting declarations 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.

The Chair of the Committee will determine if there is a conflict of interest such that the member and/or attendee will be required not to participate in a discussion. No member shall participate in decision making in relation to any matter for which they have an interest.

5. Delegated Authority, Duties and Responsibilities

5.1. Delegated Authority

The Committee has the following specific delegated authority from the Board:

5.1.1. Strategy

The Committee shall develop the Trust Fund's funding strategy and thereafter oversee its implementation and fundraising activities.

5.1.2. 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.
- Depositing 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.

5.1.3. 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.

5.1.4. 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.

5.2. Duties and Responsibilities

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:

5.2.1. 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.

5.2.2. 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

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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.

5.2.3. Use of Funds

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

5.2.4. Governance

- Ensuring that there is an appropriate distinction between the Authority as corporate trustee and the Authority as a public body.
- Ensuring that the Authority's corporate governance procedures, as they affect charitable funds, are up to date, appropriate and effective.
- The Committee shall make recommendations to the Board as to the powers it may delegate to be exercised by the Committee.
- 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.

5.2.5. 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.

5.2.6. Other Relevant Matters

The Committee will consider any other relevant matters where requested to do so by the Board.

6. Risk and Assurance

The Committee will monitor the organisation's progress in managing principle and contributory risks relevant to its remit. At least annually they will undertake a deep dive into such risks and assess progress in relation to the mitigation of the risks.

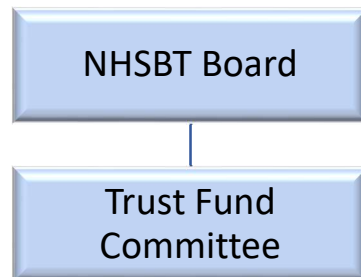
As at the date of approval of these Terms of Reference, there were no specific principal risks monitored by the Committee.

The Committee will also approve, or recommend to the Board for approval, Board Level Policies and will receive assurance reports in relation to compliance with regulatory and statutory duties related to matters delegated to it.

The Committee will receive internal audit reports in relation to areas under its remit, and will monitor progress in completing management actions related thereto.

7. Reporting Responsibilities

7.1. Reporting Structure



The Trust Fund Committee is a Committee of the NHSBT Board, and therefore obtains its authority from the NHSBT Board and reports on its activities to the NHSBT Board and will escalate any major concerns in a timely manner.

7.2. Post Meeting Reporting

The Chair of the Trust Fund Committee will formally report to the Board, in private session, on its proceeding after each meeting. 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. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

The Chair of the Committee will also provide a report on its activities, after each meeting, for the Board to publish within its papers for its next public meeting.

7.3. Annual Reporting

In line with the annual reporting year, the Committee Chair will provide an Annual Report to the Board on how it has discharged its responsibilities, including:

- The Committee membership, the frequency of meetings and levels of attendance of members,
- Business conducted by the Committee during the year of the report,
- Risks monitored by the Committee,
- Internal Audit activity in the year related to remit of the Committee,
- Gaps in assurance identified, if any,
- Confirmation of review of Terms of Reference and any recommendations,
- Confirmation of review of effectiveness and summary of findings/actions agreed,
- A statement of whether the Committee is satisfied that it has discharged its responsibilities.

The Committee shall also compile a short report on its activities to be included in NHSBT's Annual Report to describe the work of the Committee.

Charity Commission Annual Report - The Committee will produce a 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.

8. Authority

The Committee is authorised:

- to seek any information it requires, or request attendance at a meeting, from any employee of NHSBT, or person or organisation in contract with NHSBT/The Trust, in order to perform its duties;
- to obtain, at the Trust Fund's expense, outside legal or other professional advice on any matter within its terms of reference (subject to budgets agreed by the Board), and liaising through the Company Secretary, in relation to whether such advice can be provided internally, or the best procurement of such advice.

9. Terms of Reference and Effectiveness Reviews

9.1 Terms of Reference

The Committee will review its Terms of Reference on an annual basis and make such recommendations to the Board as are required to take into account changes to laws or regulations together with organisational changes be they strategic, structural, technological or operational.

9.2. Committee Effectiveness

The Committee will, on an annual basis, review its work programme, performance, evaluate any support or development needs, and review its effectiveness, to include a gap analysis of its work during the year compared to the duties set out within the Terms of Reference, and consideration of the following:

- Membership, independence and objectivity
- Skills and experience
- Roles and responsibilities
- Communication and reporting
- Continual improvement.

~~including its Terms of Reference and work programme annually~~ and recommend any changes to the Board. The results of the effectiveness review and delegations review will be reported to the Board.

10. Other Matters

10.1 External and Internal Audit Access to Committee

Appropriate external and internal auditors, as agreed by the Trust Fund, shall have the right of direct access to the Committee for the purposes of auditing its work and effectiveness.

10.2 Resources

The Committee will have access to sufficient resources to carry out its duties, including access to the Company Secretary and the Corporate Governance Team, for assistance as required.

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10.3 Training and Development

Members of the Committee shall be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members. Training needs shall be identified through the annual skills and capability assessment, the Director appraisal process and through discussion with the Committee Chair.

Version Control and RACI view

Version	Approved by and basis of changes	Approved Date	Effective Date	Date of Next Review
X.0	Committee and Board Reformatting to provide a consistent format for all Board Committees. Addition of clauses to meet best practice. Amendment to quorum.	Pending Approval	30/07/2024	Within a year
(R) Responsible	Company Secretary			
(A) Accountable	Chair of Trust Fund Committee / Chief Financial Officer			
(C) Consultees	A.D. Financial Controls and Operations			
(I) Informed	Directors / Finance Directorate / People Directorate			