

# Charitable Fund Committee Terms of Reference

## **Constitution**

The Board of Directors hereby resolves to establish a committee of the Board of Directors to be known as the Charitable Fund Committee (the committee). This committee has no executive powers other than those delegated in these terms of reference.

## **Membership**

The committee will be appointed from amongst the non-executive and executive directors of the Board of Directors. The following Board of Directors members will be members of the committee:

Non-Executive Director (at least 2)  
Chief Executive  
Director of Finance

A non-executive director will chair the committee.

*At the discretion of the committee chair, other persons (trust managers and staff, and other interested persons) may be invited to attend and participate in the committee meetings)*

Only members have the authority to vote and determine decisions on behalf of the committee.

## **Attendance**

The Trust secretary will act as secretary to the committee.

## **Quorum**

This shall be two members, including at least one non-executive and one executive director.

## **Frequency**

The committee will meet not less than twice a year.

## **Agenda and Papers**

Meetings of the committee will be called by the chair. The agenda will be drafted by the secretary and approved by the committee chair prior to circulation.

Notification of the meeting, location, time and agenda will be forwarded to committee members, and others called to attend, at least five working days before the meeting. Supporting papers will also be sent out at this time. If draft minutes from the previous meeting have not been circulated in advance

then they will be forwarded to committee members at the same time as the agenda.

### **Minutes of the Meeting**

The secretary will minute proceedings, and resolutions of all meetings of the committee, including recording names of those present and in attendance.

Approved minutes will be forwarded to the Board of Directors for information.

### **Authority**

The committee is authorised by the Board of Directors to investigate any activity within its terms of reference. It is authorised to seek information it requires from any employee and all employees are directed to co-operate with any request made by the committee. The committee is authorised to obtain outside legal advice or other professional advice and to secure the attendance of outsiders with relevant experience if it considers this necessary.

### **Duties**

The duties of the committee are as follows:

1. to agree and recommend to the Board of Directors a strategic policy for utilizing the assets of the Fund in pursuit of its stated purposes and to review that policy at least every three years.
2. to consider and approve any proposals for expenditure above £20,000 from the Fund, except where these relate to external grants awarded for specific purposes.
3. to agree and recommend to the Board of Directors an investment policy for the Fund and to review that policy at least every three years.
4. to review the financial statements of the Fund annually and more frequently if appropriate.

### **Other Matters**

At least once a year the committee will review its own performance, constitution and terms of reference to ensure that it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board of Directors for approval.

### **Sources of Information**

The committee will receive and consider the accounts of Charitable Fund supplied by the Finance Department and regular reports from Research Projects funded by Charitable Fund e.g. PERU Study of Effectiveness of Psychotherapy for Depression.

### **Reporting**

The minutes of the committee will be formally recorded by the secretary and once approved by the committee will be submitted to the Board of Directors for information. The chair of the committee shall draw the attention of the Board of Directors to any issues in the minutes that require disclosure or executive action.

The chair of the committee shall attend the Annual General Meeting (AGM) prepared to respond to any member's questions on the committee's activities.

Terms of reference approved by the Board of Directors 24<sup>th</sup> July 2007