

**Integrated Care Board**  
**Charitable Funds Committee**  
**Terms of Reference**

**1 July 2022**

**1. Introduction**

- 1.1. The NHS South East London Integrated Care Board (ICB) Charitable Funds committee [the “committee”], is established as a committee of the ICB and its executive powers are those specifically delegated in these terms of reference. These terms of reference can only be amended by the ICB Board.
- 1.2. These terms of reference set out the role, responsibilities, membership, and reporting arrangements of the committee under its terms of delegation from the ICB Board

**2. Purpose**

- 2.1. NHS South East London Integrated Care Board (ICB) is the Corporate Trustee of NHS Greenwich Charitable Funds, Charity number: 1097722. The ICB Board serves as its agent in the administration of the charitable funds.
- 2.2. Declaration of Trust, dated 25 March 2003, as affected by Statutory Instrument 2004 No. 1643 as amended on 17 Apr 2020.
- 2.3. The charitable objects are ‘For any charitable purpose or purposes relating to the National Health Service, for the Health & Wellbeing of the residents and staff in the population served by the Royal Borough of Greenwich.’
- 2.4. The Charitable Funds Committee has been established by the Board to make and monitor arrangements for the control and management of charitable funds.
- 2.5. The key purpose of the Committee is to govern, manage, regulate and plan the finances, accounts, investments, assets, business and all affairs of the charity, including the authorisation of expenditure.

**3. Scope**

- 3.1. The scope of the Committee will be the responsibility for charitable funds, where the NHS South East London Integrated Care Board (ICB) is the Corporate Trustee.

## **4. Duties**

- 4.1. Within the budget, priorities and spending criteria determined by the ICB as Trustee and consistent with the requirements of the Charities Act 2016 (or any modification of that Act) to apply the charitable funds in accordance with their respective governing documents.
- 4.2. To ensure that the ICB policies and procedures for charitable funds investments are followed. To make decisions involving the sound investment of charitable funds in a way which both preserves their capital value and produces proper return consistent with prudent investment and ensuring compliance with:
- Trustee Act 2000
  - The Charities Act 2016
  - Terms of the Funds' Governing documents
- 4.3. To ensure the approval and submission of the annual accounts and Trustees' report in accordance with the Charities Act.
- 4.4. To monitor the ICB's scheme of delegation for expenditure for the levels in accordance with policy and delegated limits.
- 4.5. To monitor income, expenditure and investments in relation to charitable funds.
- 4.6. To receive proposals for major expenditure and to approve charitable fund bids (over £5,000) in accordance with the relevant procedures.
- 4.7. To consider strategy in relation to the charity and charitable funds, with a view to making recommendations to the ICB Board as Corporate Trustee, ensuring that the outcomes are delivered against the charitable objects.
- 4.8. To ensure appropriate advice is sought in relation to the health & wellbeing needs of the population of Greenwich, so that this informs the strategy and evaluation of impact, being mindful of the inequalities within the borough.
- 4.9. The Committee will determine the strategy and policies for fundraising, including whether the ICB should undertake major fundraising appeals, establishing the appropriate framework to ensure that any appeal is properly managed. To monitor fundraising performance and compliance with fundraising regulations.

- 4.10. To identify and monitor risks in relation to the charity and charitable funds, including investments and grants made.
- 4.11. To ensure that training needs of Committee members are identified and met.

## **5. Accountabilities, authority and delegation**

- 5.1. The Committee is a sub-committee of the ICB Board. The Committee will provide a report to the ICB Board a minimum of once each year.
- 5.2. The Committee shall have the authority to appoint an investment manager to advise it on investment matters and may delegate day-to-day management of some of all of the investments to that investment manager. In exercising this power the Committee must ensure that:
  - The scope of the power delegated is clearly set out in writing and communicated with the person or persons who will exercise it.
  - There are in place adequate internal controls and procedures which ensure that the power is being exercised properly and prudently.
  - It regularly reviews the performance of the person or person's exercising the delegated power.
  - Where an investment manager is appointed, that the person is regulated under the Financial Services and Markets Act 2000.
  - Acquisitions or disposal of a material nature always have written authority of the Committee or the Chair of the Committee in conjunction with the Chief Financial Officer.
  - It establishes and maintains an approved list of counter parties for investment activities.
  - It will obtain appropriate professional advice to support its investment activities.
  - It will regularly review investments to see if other opportunities or investment managers offer a better return.
- 5.3. The Committee shall also have the authority to appoint a partner organisation that can support the Charity in the formation and implementation of a strategy to distribute funds held. In exercising this power the Committee must ensure that:
  - The scope of the power delegated is clearly set out in writing and communicated with the person or persons who will exercise it.

- There are in place adequate internal controls and procedures which ensure that the power is being exercised properly and prudently.
- It regularly reviews the performance of the person or person's exercising the delegated power.
- It will obtain appropriate professional advice to support.

## **6. Membership and attendance**

6.1. The core membership of the Committee will be:

- A ICB Non-Executive Director
- ICB Chief Financial Officer
- Greenwich Place Executive Director
- ICB Chief of Staff

6.2. In addition, the Committee will have the following in attendance:

- Charity Director (Greenwich Place Chief Operating Officer)
- Charity Advisor
- Subject matter leads will be invited to the Committee as required

## **7. Chair of meeting**

7.1. The Committee will be chaired by the Non-Executive Director. In the event that the Non-Executive Director is unable to attend, the Committee will be chaired by either the ICB Chair or another Non-Executive Director.

7.2. At any meeting of the Committee, the chair if present shall preside. If the chair is absent, the deputy chair shall preside. If the chair is temporarily absent on the grounds of conflict of interest, the deputy chair shall preside.

## **8. Quorum and conflict of interest**

8.1. The quorum of the Committee is at least 75% of core members.

8.2. The Committee will operate with reference to NHS England guidance and national policy requirements and will abide by the ICB's standards of business conduct. Compliance will be overseen by the chair of the Committee.

- 8.3. The Committee agrees to enact its responsibilities as set out in these terms of reference in accordance with the Seven Principles of Public Life set out by the Committee on Standards in Public Life (the Nolan Principles).
- 8.4. Committee members will be required to declare any interests they may have in accordance with the ICB's Conflict of Interest Policy (included within the Standards of Business Conduct Policy). Members will follow the process and procedures outlined in the policy in instances where conflicts or perceived conflicts arise.

### **9. Decision-making**

- 9.1. Where a decision is required, it is expected that this will be reached by consensus. Where a vote is required to decide a matter, each core member may cast a single vote. In the event of equal votes, the chair will have a casting vote.
- 9.2. By exception and outside of formal meetings, decisions may be reached via email, for example approval of a funding bid, providing appropriate information is available to Committee members to consider the recommendation.

### **10. Frequency**

- 10.1. The Committee will meet a minimum of three times over the course of a year.
- 10.2. All members will be expected to attend all meetings or to provide their apologies in advance should they be unable to attend.
- 10.3. Members are responsible for identifying a suitable deputy should they be unable to attend a Committee meeting which needs to be agreed with the chair, and notified to the meeting secretariat, in advance.
- 10.4. Nominated deputies will count towards the meeting quorum if attendance has been agreed by the Committee chair.

### **11. Reporting**

- 11.1. Papers will be made available five working days in advance to allow members to discuss issues with colleagues ahead of the Committee. Members are responsible for seeking appropriate feedback.
- 11.2. Regular updates (at least annually) from the Committee will be provided to the Greenwich Local Care Partnership (Healthier Greenwich Partnership), so wider partners are able to contribute to and be informed on the charity's activity and plans.

## **12. Group support**

- 12.1. The group will be supported by the Greenwich Place administration team, part of the Chief of Staff directorate.
- 12.2. The meeting secretariat will ensure that draft minutes are shared with the chair for approval within three working days of the meeting. Draft minutes with the chair's approval will be circulated to members together with a summary of activities and actions within five working days of the meeting.

## **13. Review of Arrangements**

- 13.1. The Committee shall undertake a self-assessment of its effectiveness on at least an annual basis. This may be facilitated by independent advisors if the Committee considers this appropriate or necessary.
- 13.2. These terms of reference shall be reviewed by the Committee chair on an annual basis, in the context of the self-assessment and any changing business requirements.