NHS South East London Integrated Care Board
Greenwich Charitable Funds Committee
Terms of Reference

Document Management

Revision history

Version	Date	Summary of changes
0.1	10 June 2026	Updated to reflect future governance arrangements and new SoRD by Programme Director, System Sustainability, and approved by Charitable Funds Committee on 10 June 2026

Approved by

Version	Date	Committee / Group name
1.0	22 July 2026	Board approved

Contents

1. Constitution 4
2. Authority 4
3. Purpose 4
4. Responsibilities of the Committee 5
5. Membership and attendance 6
6. Meeting Frequency, Quoracy and Decisions 8
7. Accountability and reporting 9
8. Conflicts of Interest 10
9. Behaviours and Conduct 10
10. Secretariat and Administration 10
11. Review 11

1. Constitution

1.1 The Charitable Funds Committee is established by the Integrated Care Board (the Board or ICB) as a committee of the Board. in accordance with its Constitution, Standing Financial Instructions, Standing Orders and Scheme of Reservation and Delegation (SoRD).

1.2 These Terms of Reference (ToR) set out the membership, remit, responsibilities, and reporting arrangements of the Committee and may only be changed with the approval of the Board. They will be published as part of the Governance Handbook on the ICB's website.

2. Authority

2.1 The Charitable Funds Committee is authorised by the Board to:

- Undertake any activity within its ToR;
- Seek any information it requires within its remit, from any employee or member of the ICB (who are directed to co-operate with any request made by the Charitable Funds Committee) within its remit as outlined in these ToR;
- Commission any reports it deems necessary to help fulfil its obligations;
- Obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary to fulfil its functions. In doing so, the Committee must follow any procedures put in place by the ICB for obtaining legal or professional advice;
- Create task and finish sub-groups in order to take forward specific programmes of work as considered necessary by the Charitable Funds Committee members. The Charitable Funds Committee shall determine the membership and ToR of any such task and finish sub-groups in accordance with the ICB's Constitution, Standing Orders and SoRD but may not delegate any decisions to such groups.

2.2 For the avoidance of doubt, the Charitable Funds Committee will comply with, the ICB Standing Orders, Standing Financial Instructions and the SoRD, except as outlined in these ToR.

2.3 The Charitable Funds Committee has no executive powers, other than those delegated in the SoRD and specified in these ToR.

3. Purpose

3.1 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. The funds are known in Greenwich as 'Greenwich Healthier Communities Fund'

3.2 Declaration of Trust, dated 25 March 2003, as affected by Statutory Instrument 2004 No. 1643 as amended on 17 Apr 2020.

3.3 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.'

3.4 The Charitable Funds Committee has been established by the Board to provide oversight of the annual plan, and delivery or the grant making strategy.

3.5 The Scheme of Reservation and Delegation sets out that role of the Corporate Trustee enacted through the Chief Finance & Compliance Officer, with oversight of the day to day control and management of the charitable funds enacted through the Place Executive Lead (Greenwich).

3.6 The key purpose of the Committee is to support these two key roles in helping to govern, manage, regulate and plan the finances, accounts, investments, assets, business and all affairs of the charity, including the authorisation of expenditure.

3.7 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. Responsibilities of the Charitable Funds Committee

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 in accordance with the schedule of matters delegated to officers

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. To ensure appropriate evaluation of the Greenwich Healthier Communities Fund grant giving, through independent evaluation partners, and that learning is built into future grant giving approach, as well as shared across SEL ICB to inform the partnership working with Voluntary Sector and Faith Communities across the ICS.

4.10. 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. This may include fundraising partnership opportunities with Royal Borough of Greenwich, and opportunity to formally collaborate and pool funding using established Section 75 agreement, and develop sustainable funding flows.

4.11. To identify and monitor risks in relation to the charity and charitable funds, including investments and grants made.

4.12. To ensure that training needs of Committee members are identified and met.

5. Membership and attendance

Membership

5.1. The Charitable Funds Committee membership is as follows:

- A Non-Executive Member, ICB
- Chief Financial & Compliance Officer, ICB
- Greenwich Place Executive Director, ICB
- Director of Public Health, Royal Borough of Greenwich

5.2. Members are required to attend a minimum of 75% of meetings, other than absence due to sickness.

5.3. Members may nominate deputies to represent them in their absence and make decisions on their behalf, subject to the approval of the Chair.

5.4. Members will possess between them knowledge, skills and experience in the issues pertinent to the Charitable Funds Committee ’s business. When determining the

membership of the Charitable Funds Committee, active consideration will be made to diversity and equality.

Chair and vice chair

5.5. The Committee will be chaired by the Non-Executive Member. In the event that the Non- Executive Member is unable to attend, the Committee will be chaired by one of the members.

5.6. The Charitable Funds Committee will be chaired by a member appointed on account of their specific knowledge skills and experience making them suitable to chair the Charitable Funds Committee.

5.7. Charitable Funds Committee members may appoint a Vice Chair who will be nominated by the Chair of the Charitable Funds Committee. If the Committee Chair is absent or is disqualified from participating by a conflict of interest, the Vice Chair, if present, shall preside. If the Chair or Vice Chair are absent from any meeting, a Chair shall be nominated by other members attending that meeting.

5.8. The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these ToR.

Attendees

5.9. The Charitable Funds Committee shall have the following non-voting attendees (as and when required):

- Charity Manager (nominated Greenwich representative to work with Charity Advisor on regular coordination)
- Charity Advisor
- Associate Director of Finance, Greenwich & Lewisham
- Director of Neighbourhood Development, Greenwich, ICB
- Director of Voluntary Sector Collaboration & Partnerships (SE London ICS)
- Subject matter leads will be invited to the Committee as required

5.10. Attendees may present at meetings and contribute to the relevant discussions but are not allowed to participate in any formal vote.

5.11. Attendees may nominate deputies to represent them in their absence, with agreement of the Chair.

5.12. The Charitable Funds Committee may call additional experts to attend meetings on a case-by-case basis to inform discussion.

5.13. The Charitable Funds Committee may invite or allow people to attend meetings as observers. Observers may not present at meetings, contribute to any discussion or participate in any formal vote.

5.14. The Charitable Funds Committee Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate discussion of particular matters.

6. Meeting Frequency, Quoracy and Decisions

6.1. The Charitable Funds Committee will usually meet two times each year. Arrangements and notice for calling meetings are set out in the Standing Orders. Additional meetings may take place as required.

6.2. The Board, Chair or Chief Executive may ask the Charitable Funds Committee to convene further meetings to discuss particular issues on which they want the committee's advice.

6.3. Meetings will be held in-person, unless previously agreed by the Chair. The Charitable Funds Committee may choose to meet online, via MS Teams or suitable alternative platform.

Quorum

6.4. For a meeting to be quorate the committee will require a minimum of 50% of its members.

6.5. If any member of the Charitable Funds Committee has been disqualified from participating in an item on the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.

6.6. If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.

Decision making and voting

6.7. Decisions will be taken in accordance with the Standing Orders. The Charitable Funds Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.

6.8. Only members of the Charitable Funds Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.

6.9. Where there is a split vote, with no clear majority, the Chair of the Charitable Funds Committee will hold the casting vote.

6.10. If a decision is needed which cannot wait for the next scheduled meeting, the Chair may conduct business on a 'virtual' basis through email or other electronic communication.

6.11. Any decisions taken virtually must be recorded at the next scheduled meeting.

7. Accountability and reporting

7.1. The Committee is a committee of the ICB Board. The Committee will provide a report to the ICB Board a minimum of once each year.

7.2. Updates (at least annually) from the Committee will be provided to the Healthier Greenwich Partnership, so wider system partners are able to contribute to and be informed on the charity's activity and plans.

7.3. 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.
- 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.

7.4. 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.

8. Conflicts of Interest

8.1. Conflicts of Interest shall be dealt with in accordance with the ICB Conflicts of Interest Policy.

8.2. The Charitable Funds Committee will have a Conflicts of Interest Register that will be presented as a standing item on the agenda.

8.3. All members and attendees of the Charitable Funds Committee must declare any relevant personal, non-personal, pecuniary or potential interests at the commencement of any meeting. The Chair 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.

9. Behaviours and Conduct

ICB values

9.1. Members will be expected to conduct business in line with the ICB values and objectives.

9.2. Members of, and those attending, the Committee shall behave in accordance with the ICB's Constitution, Standing Orders, and Standards of Business Conduct Policy.

Equality and diversity

9.3. Members must demonstrably consider the equality and diversity implications of decisions they make.

10. Secretariat and Administration

10.1. The Charitable Funds Committee shall be supported by the Greenwich ICB place team, which will include ensuring that:

- The agenda and papers are prepared and distributed in accordance with the Standing Orders having been agreed by the Chair with the support of the relevant executive lead;
- Attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements;
- Records of members' appointments and renewal dates and the Board is prompted to renew membership and identify new members where necessary;
- Good quality minutes are taken, agreed with the Chair, and a record of matters arising. Action points and issues, with progress updates, will be carried forward between meetings;
- The Chair is supported to prepare and deliver reports to the Board; and

- The Charitable Funds Committee is updated on pertinent issues / areas of interest / policy developments.

11. Review

11.1. The Charitable Funds Committee will review its effectiveness at least annually and recommend any changes it considers necessary to the Board.

11.2. These ToR will be reviewed at least annually and more frequently if required. Any proposed amendments to the ToR will be submitted to the Board for approval.

Date of approval: 22 July 2026

Date of next review: June 2027