



# **Corporate Governance Guide: Committee Roles and Terms of Reference**

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Associated Policies and Procedural Documents				
<u>External Documents</u>				
NHS Code of Governance (2023)				
HFMA NHS Audit Committee Handbook (2024)				
<u>Trust Documents</u>				
Trust Standing Orders				
Corporate Governance Guide: The Board of Directors				

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## **1. INTRODUCTION**

A set of Committees supports the Board of Directors in the discharge of its duties. These Committees are an extension of the Board and not separate to it.

Appendix A shows the Trust's committee structure.

The committees of the Trust are:

- Trust Executive Committee (known as the Trust Executive Group, TEG)
- Audit and Risk Committee
- Quality Committee
- Finance and Performance Committee
- People Committee
- Remuneration and Nominations Committee
- Charitable Funds Committee

The Trust Executive Committee is chaired by the Chief Executive. All other committees are chaired by Non-Executive Directors.

Section 2 of this document summarises the role of each of the above committees. The remainder of the document sets out the approved Terms of Reference for each of these committees for the year 2024-25.

## 2. SUMMARY OF COMMITTEE ROLES

2.1 The **Trust Executive Committee** (known as the Trust Executive Group, 'TEG') is formally designated as the senior executive, managerial and operational decision-making body of the Trust. In this role TEG oversees:

- The development and delivery of the Trust's strategy, enabling strategies, and business plan priorities.
- The delivery of the Trust's clinical, operational, workforce and financial plans objectives.
- The achievement of the required statutory duties, regulatory compliance, clinical standards, and performance targets.
- The development and determination of key operational policies, development proposals, and business cases.
- Other decisions which need to be made at Trust level, but which are not matters reserved for decision by the Board of Directors or otherwise delegated to a governance group that reports to TEG.

TEG will also ensure that there is appropriate integration, co-ordination and co-operation between individual service lines within the Trust; between service lines and corporate functions within the Trust; and with the Trust's key external stakeholders and partners.

### 2.2 The **Audit and Risk Committee**

The purpose of the Audit and Risk Committee is to have oversight of the Trust's systems of governance, risk management, internal control, and assurance. This includes– but not limited to – financial governance and assurance. Its key responsibilities are to:

- Ensure that the Trust maintains an effective system of governance, risk management, and internal control that supports the achievement of the Trust's objectives.
- Ensure that the Trust has effective internal audit and external audit functions, and that the Trust responds appropriately to issues reported by both internal and external auditors.
- Review the findings of other key sources of assurance, both internal and external, and consider the implications of these for the governance, risk management and internal control of the organisation.
- Ensure that the Trust has appropriate arrangements in place for countering fraud, bribery and corruption.
- Monitor the integrity of the financial statements of the Trust, including its annual accounts.
- Ensure that the systems for financial reporting to the Board are accurate, timely and complete.

## 2.3 The **Quality Committee**

The purpose of the Quality Committee is to seek and obtain assurance on behalf of the Board of Directors to demonstrate that the Trust:

- Is making sufficient progress towards improving patient safety, patient experience, and clinical outcomes, and reducing health inequalities.
- Is making sufficient progress towards the delivery of the Trust's strategic ambitions and business plan priorities in respect of patient safety, patient experience, clinical outcomes, and reducing health inequalities.
- Has in place the appropriate plans, policies, systems, data and intelligence and processes to support delivery of the above.
- Can be assured regarding compliance with appropriate policy, regulatory, and statutory requirements relating to patient safety, patient experience, clinical outcomes, and health inequalities
- Can be assured regarding the operation and effectiveness of systems of governance, risk management and internal control as they apply to the remit of the Committee.

## 2.4 The **Finance and Performance Committee**

The purpose of the Finance and Performance Committee is to seek and obtain assurance on behalf of the Board of Directors to demonstrate that the Trust:

- Is making sufficient progress towards the delivery of the Trust's strategic ambitions and operational plan priorities relating to financial management, performance management, contracts and business cases, technology and cyber security, fleet, estates, and net zero.
- Is making sufficient progress regarding the Trust's financial and performance targets, indicators, and outcomes relating to the above.
- Has in place the appropriate plans, policies, systems, and processes to support delivery of the above.
- Can be assured regarding compliance with appropriate policy, regulatory, and statutory requirements relating to the above.
- Can be assured regarding the operation and effectiveness of systems of governance, risk management and internal control as they apply to the remit of the Committee.

## 2.5 The **People Committee**

The purpose of the People Committee is to seek and obtain assurance on behalf of the Board of Directors to demonstrate that the Trust:

- Is making sufficient progress towards the delivery of the Trust's strategic ambitions and business plan priorities in respect of all aspects of 'Our People', including recruitment and retention, organisational culture, staff engagement, staff physical and mental health and well-being, leadership and management development, staff training and development.
- Has in place the appropriate plans, policies, systems, and processes to support delivery of the above.
- Can be assured regarding compliance with appropriate policy, regulatory, and statutory requirements relating to the above.
- Can be assured regarding the operation and effectiveness of systems of governance, risk management and internal control as they apply to the remit of the Committee.

## 2.6 The **Remuneration and Nominations Committee**

The purpose of the Remuneration and Nominations Committee is to oversee the establishment and operation of the Trust's processes and policies in respect of senior leadership roles. This includes:

- Design and implementation of the Trust's senior leadership structure.
- Policies relating to the remuneration and recruitment of senior roles.
- The terms and conditions applied to senior leadership roles.
- The annual appraisal and objective-setting of senior leaders.
- Recruitment, appointment and dismissal of senior leaders.

## 2.7 The **Charitable Funds Committee**

The purpose of the Charitable Funds Committee is to provide assurance to the Board that the Trust's charitable activities are within the law and regulations set by the Charity Commissioners for England and Wales and to ensure compliance with the charity's governing documents. The Committee is charged by the Board to:

- Oversee the delivery of the strategy for the charity approved by the Corporate Trustee.
- Oversee the formulation and delivery of an investment policy and any other policies that are required to support the charity.
- Review quarterly updates and performance reports including the expenditure and investment decisions of funds and balances held.
- Support, guide and encourage the fundraising activities of the Trust.
- Ensure compliance with all relevant Charity Commission regulations, legislation and other relevant items of guidance and best practice.

**TRUST EXECUTIVE COMMITTEE**  
**(known as the Trust Executive Group)**

Approved by Committee	03 July 2024
Approved by Board of Directors	25 July 2024

## **TRUST EXECUTIVE COMMITTEE (Known as the Trust Executive Group)**

### **Terms of Reference**

#### **1.0 Constitution**

- 1.1 The Trust Executive Committee, known as the Trust Executive Group (TEG), is a standing Committee of the Yorkshire Ambulance Service NHS Trust (the Trust). It is formally constituted by the Board of Directors (the Board) in accordance with Section 4.6.8 of the Trust's Standing Orders.
- 1.2 TEG is accountable to the Board.
- 1.3 The Trust Standing Orders, including the Scheme of Powers Delegated by and Reserved to the Board, the Scheme of Financial Delegation, and the Standing Financial Instructions, will apply to the work of TEG.
- 1.4 This statement of Terms of Reference applies to formal TEG meetings only (see 7.1 below). TEG as a whole, or subsets of TEG, may hold other less formal meetings (see 7.2 below) to which these Terms of Reference do not apply.

#### **2.0 Authority**

- 2.1 TEG is authorised by the Board to act within its Terms of Reference and will be provided with Trust resources to do so. TEG has no executive powers other than those set out in these Terms of Reference.
- 2.2 All members of Trust staff are directed to co-operate with any request made by TEG.
- 2.3 TEG has the right of access to all information produced by or available to the Trust that it deems relevant to fulfil its duties. This may require any Trust colleague to attend a meeting of TEG to present information or to answer questions on a specific matter.
- 2.4 TEG is authorised by the Board to instruct professional advisors and request the attendance of individuals and authorities from outside of the Trust with relevant experience and expertise if it considers this necessary.
- 2.5 TEG is authorised to meet via a virtual / remote arrangement if it deems this to be necessary, either as an ad hoc arrangement or on a regular basis.
- 2.6 TEG is authorised, in exceptional circumstances, to conduct discrete business outside its scheduled meetings where it is not practicable to convene a full meeting.

### **3.0 Purpose and Duties**

- 3.1 In accordance with Section 4.6.8 of the Trust Standing Orders, TEG is formally designated as the senior operational decision-making body of the Trust. In this role TEG will oversee:
- The development and delivery of the Trust's strategy, enabling strategies, and business plan priorities.
  - The delivery of the Trust's clinical, operational, workforce and financial objectives.
  - The achievement of the required statutory duties, regulatory compliance, clinical standards, and performance targets.
  - The development and determination of key operational policies, development proposals, and business cases.
  - Other decisions which need to be made at Trust level, but which are not matters reserved for decision by the Board or delegated to a TEG Management Group.
- 3.2 TEG will ensure that there is appropriate integration, co-ordination and co-operation between individual service lines within the Trust; between service lines and corporate functions within the Trust; and with the Trust's key external stakeholders and partners.
- 3.3 TEG will discharge its duties through oversight and assurance regarding the following:
- The delivery of the Trust's strategy, enabling plans and business plans following approval by the Board, with reviews undertaken at regular intervals.
  - The design, implementation and effectiveness of processes relating to the management of risk to the achievement of strategic and operational objectives.
  - The planning and delivery of activities and objectives relating to the Trust's clinical, operational, workforce and financial management priorities, allocating resource where necessary to deliver the Trust's objectives or other obligations.
  - Oversight and assurance regarding processes for the development, review and approval of policies.
  - The provision of a forum for individual directors to deliver their delegated responsibilities, where they can provide briefings, exchange information and resolve issues.
  - The promotion and embedding of an open and supportive culture of continuous innovation, improvement, and organisational development.
  - The promotion and active demonstration of the Trust's values and behaviours, including promotion of equality, diversity and inclusion.
- 3.4 In accordance with the Trust's Risk Management and Assurance Strategic Framework, TEG will:
- Review risks identified in relation to its remit.
  - Review the Board Assurance Framework risks and corporate risk register and make recommendations to the Board or Board committees regarding

any required changes of risk score, assurances, controls, mitigations or other related content.

- Identify new risks for the attention of the Board of Directors.
- Escalate existing risks for the attention of the Board of Directors.

#### **4.0 Membership**

4.1 TEG membership will consist of the following roles:

- Chief Executive (Accountable Officer)
- Deputy Chief Executive
- Chief Operating Officer
- Executive Director of Quality and Chief Paramedic
- Executive Director of Finance
- Executive Medical Director
- Director of People and Organisational Development
- Directors of Partnerships and Operations (x3)
- Director of Strategy, Planning and Performance
- Director of Corporate Services and Company Secretary
- Chief Digital Information Officer
- Deputy Director of Quality and Nursing
- Director of Fleet and Estates
- Head of Communications and Community Engagement

4.2 The Chief Executive will be the TEG Chair.

4.3 The Deputy Chief Executive will be the TEG Vice Chair.

4.4 In exceptional situations, in the absence of both the Chief Executive and the Deputy Chief Executive, any other Executive Director may chair the meeting.

#### **5.0 Attendees**

5.1 Subject to agreement with the Chair, other senior officers of the Trust may be invited to attend meetings of TEG to present or support the presentation of specific agenda items.

5.2 TEG attendees may not propose items for inclusion on the meeting agenda. Only TEG members may propose items for inclusion on the meeting agenda and accountability for those items rests with the TEG member doing so.

#### **6.0 Quorum**

6.1 Meetings will be quorate when a minimum of six members are present.

- 6.2 At least two of the five voting Executive Director Board Members as defined by the Trust's Standing Orders must be present. These five roles are:
- Chief Executive
  - Chief Operating Officer
  - Executive Director of Finance
  - Executive Director of Quality and Chief Paramedic
  - Executive Medical Director
- 6.3 At least one of the following postholders must be present to ensure Executive-level representation of patient-facing services:
- Chief Operating Officer
  - Executive Director of Quality and Chief Paramedic
  - Executive Medical Director
- 6.4 No decisions shall be taken by TEG unless a quorum is present.
- 6.5 Members unable to attend a meeting may nominate a deputy to attend on their behalf, with the agreement of the TEG Chair. Nominated deputies will not count towards the quorum.
- 6.6 Deputies should be fully briefed on agenda items to support them to contribute effectively to discussion of relevant issues. Full access to meeting papers will be provided for all deputies.
- 6.7 Members may attend TEG meetings in person or remotely by telephone or other electronic means.
- 6.8 Members in attendance by electronic means will count towards the quorum.
- 7.0 Meetings Administration**
- 7.1 Formal TEG meetings will normally be held on a fortnightly basis.
- 7.2 TEG shall have the power to establish additional meetings for the purpose of discussing strategic or other major issues requiring detailed consideration, or for informal discussion of routine business. These may be arranged as an established schedule of meetings throughout the year or on an ad hoc basis.
- 7.3 In order to facilitate a more flexible decision-making process between formal meetings, TEG may, where deemed appropriate by the Chair, and if there is quorum, consider a matter circulated via email and record its decisions by email correspondence. An official record of the decision will be reported to the next formal TEG meeting.
- 7.4 The TEG Chair will set the agenda and will agree which papers will be presented at each meeting. Agendas can only be amended by the agreement of the Chair.

- 7.5 The TEG Chair will determine the process by which items for inclusion on the agenda shall be proposed, accepted and submitted. This process will be administered via the Trust's Executive Office.
- 7.6 The agenda and papers for each meeting shall be made available to each member of TEG no less than two working days before the date of the meeting in electronic form, unless agreed otherwise by the Chair.
- 7.7 The Executive Office will act as the secretariat to TEG. The Senior Executive Officer (Chief Executive support) will normally be the main point of contact regarding the administration of TEG meetings. This will include circulating agenda papers, taking minutes and recording actions.
- 7.8 Draft minutes will be produced within two working days of each meeting. These will be reviewed and approved by the TEG Chair before the subsequent meeting.

## **8.0 Interests and Voting**

- 8.1 The TEG Chair has the final decision on any actions required to comply with these Terms of Reference, or where a potential conflict may arise with the Trust's Board of Directors, or with their responsibilities as Accountable Officer.
- 8.2 At the beginning of each meeting the Chair will establish the existence of any conflicts of interest and ensure that these are recorded in the minutes accordingly.
- 8.3 Decisions will normally be reached by consensus. Members of TEG may be invited to vote on matters on which consensus cannot be achieved or to give an indication of where differences of opinion lie. Any such vote is advisory to the Chief Executive and is not binding.
- 8.4 Where voting does take place, only those members present at a meeting of TEG may vote. This includes members attending the meeting remotely. Each member is allowed one vote.
- 8.5 The votes of individual TEG members will be recorded in the minutes of the meeting.

## **9.0 Accountability and Reporting**

- 9.1 TEG is accountable to the Board.
- 9.2 TEG will report to the Board, including to Board assurance committees, through reports presented by the Chief Executive, by Executive Directors, and by other TEG members.
- 9.3 A report to summarise recent TEG agenda items will be presented to each meeting of the Board of Directors held in Private.
- 9.4 TEG shall have the power to establish formally constituted sub-committees, called reporting committees, to which to delegate responsibility for specific functions (see section 10 below).

- 9.5 TEG shall have the power to establish time-limited task and finish groups for the purpose of addressing specific matters or areas of responsibility.

## **10.0 Reporting Committees**

- 10.1 TEG shall have the power to establish formally constituted reporting committees to which to delegate responsibility for specific functions. No reporting committee can be established or disestablished without formal approval by TEG.
- 10.2 The Terms of Reference of each reporting committee, including its membership, will be reviewed and approved by TEG at least annually.
- 10.3 Each reporting committee will be chaired by a member of TEG or their designated deputy.
- 10.4 The Chairs of the reporting committees are required to submit a highlight report to TEG following each meeting of their group.
- 10.5 For 2024/25 the formally constituted TEG reporting committees are as follows:
- Clinical Governance
  - Patient Safety Learning
  - Risk and Assurance
  - Strategic Health and Safety
  - People and Culture
  - Operational Leadership
  - Organisational Efficiency
  - Resilience Governance
  - Capital Planning
  - Digital Management (or equivalent)
- 10.6 TEG will receive reporting and assurance with other relevant governance groups or processes, including:
- Performance Review Meetings

## **11.0 Monitoring and Review**

- 11.1 The Terms of Reference of TEG will be reviewed at least annually and submitted to the Board for approval.
- 11.2 TEG will undertake an annual review of its performance, via self-assessment by its members and any agreed actions, will be reported to the Board.

## AUDIT AND RISK COMMITTEE

Approved by Committee	16 April 2024
Approved by Board of Directors	25 July 2024

# **Audit and Risk Committee**

## **Terms of Reference 20245/45**

### **1.0 Constitution**

- 1.1 The Audit and Risk Committee (the Committee) is a standing Board Committee that has been formally constituted by the Board of Directors of the Yorkshire Ambulance Service NHS Trust (the Trust) in accordance with its Standing Orders (4.6.1)
- 1.2 The Scheme of Powers Delegated by and Reserved to the Board, the Scheme of Financial Delegations, and the Standing Financial Instructions of the Trust will apply to the work of the Committee.

### **2.0 Authority**

- 2.1 The Committee is authorised by the Board of Directors to act within its terms of reference and will be provided with Trust resources to do so. All members of Trust staff are directed to co-operate with any request made by the Committee.
- 2.2 The Committee has no executive powers other than those set out in these Terms of Reference.
- 2.3 The Committee has the right of access to all information that it deems relevant to fulfil its duties. This may require any Trust colleague to attend a meeting of the Committee to present information or to answer questions on a matter under discussion.
- 2.4 The Committee is authorised by the Board of Directors to instruct professional advisors and request the attendance of individuals and authorities from outside of the Trust with relevant experience and expertise if it considers this necessary.
- 2.5 The Committee is authorised to meet via a virtual / remote arrangements if it deems this to be necessary.
- 2.6 The Committee is authorised, in exceptional circumstances, to conduct discrete business outside its scheduled meetings where it is not practicable to convene a full meeting.

### **3.0 Purpose and Duties**

- 3.1 The purpose and duties of the Committee are consistent with the NHS Audit Committee Handbook (HFMA) and other relevant guidance for public sector audit and risk committees.

### 3.2 The purpose and duties of the Committee are to:

- Review the establishment and maintenance of an effective system of integrated governance, risk management and internal control across the whole of the organisation's activities (both clinical and non-clinical) that supports the achievement of the Trust's objectives.
- Ensure that there is an effective internal audit function that meets the mandatory Public Sector Internal Audit Standards and provides appropriate independent assurance to the Chief Executive, this Committee and the Board.
- Review the work and findings of the external auditors and consider the implications and management responses to their work.
- Review the work of other committees within the organisation whose work can provide relevant assurance to the Committee's own scope of work. In particular this will include the review of assurances provided to the Committee by the Quality Committee, the Finance and Performance Committee, and the People Committee.
- Review the findings of other significant sources of assurance, both internal and external to the organisation, and consider the implications of these for the governance, risk management and internal control of the organisation.
- Satisfy itself that the organisation has adequate arrangements in place for countering fraud, and review the outcomes of counter fraud work.
- Monitor the integrity of the financial statements of the Trust and any formal announcements relating to the Trust's financial performance.
- Ensure that the systems for financial reporting to the Board, including those of budgetary control, are subject to review as to the completeness and accuracy of the information provided to the Board. A primary source of assurance in this regard shall be the Finance and Performance Committee.

## 4.0 Responsibilities

### 4.1 Governance, Risk Management and Internal Control

4.1.1 The Committee shall review the establishment and maintenance of an effective system of integrated governance, risk management and internal control across the whole of the organisations activities (both clinical and non-clinical) that supports the achievement of the Trust's objectives. In particular, the Committee will review the adequacy and effectiveness of:

- All risk and control related disclosure statements. In particular these will include the Annual Governance Statement, Board memoranda and self- certification statements to the Regulator, and declarations of compliance with the NHS Code of Governance and the Essential

Standards of Quality and Safety, together with any accompanying Head of Internal Audit Opinion, External Audit opinion, and other appropriate independent assurance, prior to endorsement by the Board;

- The statements contained within the Quality Account, together with review of any associated external audit assurance opinion as directed by NHS England;
- The underlying assurance processes that indicate the degree of the achievement of corporate objectives, the effectiveness of the management of principal risks, and the appropriateness of the above disclosure statements;
- The Trust's framework of policies for ensuring compliance with the relevant regulatory, legal and code of conduct requirements;
- The policies and procedures for all work related to fraud, bribery and corruption as set out by NHS Counter Fraud Authority; and
- Arrangements by which staff of the Trust may raise, in confidence, concerns about the service in matters of financial reporting and control, clinical quality, patient safety or other matters, with the aim of ensuring that arrangements are in place for the proportionate and independent investigation of such matters and for appropriate follow up action.

4.1.2 In carrying out this work the Committee will primarily utilise the work of Internal Audit, External Audit and other assurance functions, but will not be limited to these sources. It will also seek reports and assurances from directors and managers as appropriate, concentrating on the overarching systems of integrated governance, risk management and internal control, together with indicators of their effectiveness. This will be evidenced through the Committee's use of an effective assurance framework to guide its work and that of the audit and assurance functions that report to it.

## **4.2 Internal Audit**

4.2.1 The Committee shall ensure that there is an effective internal audit function established by management that meets the mandatory NHS Internal Audit Standards and provides appropriate independent assurance to the Committee, Chief Executive and the Board. This will be achieved by:

- Consideration of the provision of an Internal Audit service, the tendering procedure for any change in audit provider, the cost of the audit service and any questions of resignations and dismissal of internal auditors;
- Review and approval of the Internal Audit strategy, the annual Internal Audit plan and more detailed programmes of work as required, ensuring that this is consistent with the audit needs of the organisation as identified in the assurance framework;
- Consideration of the major findings of internal audit work and

management response thereto, including seeking assurance regarding the timely and appropriate response to recommendations arising from internal audit work.

- Consideration of the Head of Internal Audit Opinion and management response thereto.
- Ensuring appropriate coordination between internal and external audit work to optimise the effective and efficient use of audit resource;
- Ensuring that the Internal Audit function is adequately resourced and has appropriate standing within the organisation; and
- Undertaking an annual review of the effectiveness of Internal Audit.

### **4.3 External Audit**

4.3.1 The Committee shall review the work and findings of the External Auditor and consider the implications of and management responses to their work. This will be achieved by:

- Through the establishment of the Auditor Panel in accordance with Standing Orders (4.6.2), recommend to the Board of Directors the appointment of the external auditor.
- Discussion and agreement with the External Auditor, before audit work commences, of the nature and scope of the audit as set out in the Annual Plan, and ensure coordination as appropriate, with other External Auditors in the local health economy;
- Discussion with External Auditors of their local evaluation of audit risks and assessment of the Trust and associated impact on the audit fee;
- Ensuring appropriate coordination between internal and external audit work to optimise the effective and efficient use of audit resource;
- Approve the Annual Plan and associated fees;
- Review all external audit reports, including agreement of the annual audit letter before submission to the Board and any work carried outside the Audit Plan, together with the appropriateness of the management response;
- Consideration of the major findings of internal audit work and management response thereto, including seeking assurance regarding the timely and appropriate response to recommendations arising from internal audit work.
- Development and implementation of a policy on the engagement of the External Auditor to supply non-audit services, taking into account relevant ethical guidance and in context of the role of the Auditor Panel to advise the Board on the selection and appointment of the External Auditor;

- Undertake an annual review of the effectiveness of the External Auditor.

#### **4.4 Other assurance functions**

- 4.4.1 The Committee shall review the findings of other significant sources of assurance, both internal and external. These may include but are not limited to:
- Any reviews by the Department of Health Arm's Length Bodies or Regulators/Inspectors, e.g. the Care Quality Commission, NHS England.
  - Any reviews by other government departments or regulatory bodies (e.g. Office of the Information Commissioner; Office of the National Guardian; Ofsted)
  - Professional Bodies with the responsibility for the performance of staff (e.g. Royal Colleges, accreditation bodies etc.)
- 4.4.2 The Committee will review the work of other Board Committees in the Trust, whose work can provide relevant assurance to this Committee's own scope of work. In particular, this will include the review of assurances provided to the Committee by the Quality Committee, the Finance and Performance Committee, and the People Committee.

#### **4.5 Management**

- 4.5.1 The Committee will request and review reports and assurances from directors and managers of the organisation regarding the overall arrangements for governance, risk management and internal control.
- 4.5.2 The Committee may request specific reports from individual functions within the organisation as it may deem to be appropriate.

#### **4.6 Financial reporting**

- 4.6.1 The Committee will monitor the integrity of the financial statements of the organisation and any formal announcements relating to the Trust's financial performance.
- 4.6.2 The Committee will ensure that the systems for financial reporting to the Board of Directors, including those of budgetary control, are subject to review as to the completeness and accuracy of the information provided to the Board of Directors.
- 4.6.3 The Committee will review the Annual Report and Financial Statements before submission to the Board of Directors
- 4.6.4 The Committee will review the Annual Governance Statement and other disclosures relevant to the terms of reference of the Committee.

4.6.5 The Committee will review changes in, and compliance with, accounting policies, practice and estimation techniques, including the following:

- Unadjusted misstatements in the financial statements;
- Significant judgements made in the preparation of the financial statements;
- Significant adjustments resulting from the annual external audit;
- The letter of management representation to external audit; and
- Qualitative aspects of financial reporting.

#### **4.7 Standing Orders and Standing Financial Instructions.**

4.7.1 The Committee will:

- Seek assurance regarding compliance with the organisation's Standing Orders and Standing Financial Instructions.
- Consider any proposed changes to the organisation's Standing Orders and Standing Financial Instructions, prior to presentation to the Board of Directors for approval.
- Review schedules of losses and special payments and make recommendations as required to the Board of Directors.
- Review retrospectively every decision to suspend the Standing Orders of the organisation.
- At least once every twelve months, review the Register of Interests of the Board of Directors as maintained by the Chief Executive.
- If so directed by the Board of Directors, conduct a detailed review of annual or period budgets including proformas prepared for the Department of Health and Social Care, but these are to be returned to the Board of Directors for approval.
- Receive reports from the Charitable Funds Committee regarding governance, risk management, control, audit and financial reporting matters.

4.7.2 Consider any other matters of financial accountability, probity, compliance and/or value for money as and when requested by the Board of Directors.

4.7.3 Other matters may be considered when directed to do so by the Board of Directors.

#### **5.0 Relationships**

5.0 The Committee will seek the views of Board Committees to gain assurance on Trust systems to provide timely and on-going assurance regarding the effectiveness of systems of integrated governance, risk management and internal control within those Committees' areas of concern as per their respective terms of reference.

- 5.1 The Committee will oversee the relationship of the organisation with external and internal audit functions. It will seek their views on the Trust's systems of control and will consider the management response to the auditors' work.

## **6.0 Membership**

- 6.1 The Membership of the Committee will be agreed by the Board of Directors.
- 6.2 Membership of the Committee will consist of three Non-Executive Directors (excluding the Chair of the Trust who will not be a member of the Committee):
- 6.2 The Board of Directors will appoint the Chair and the Vice Chair of the Committee.

## **7.0 Attendees**

- 7.1 Attendees of meetings of the Committee will include:
- Executive Director of Finance
  - Executive Director of Quality and Chief Paramedic
  - Company Secretary
  - A representative of the internal auditors
  - A representative of the external auditors
  - The local counter fraud specialist
- 7.2 The Executive Director of Finance will be the Director Lead for the Committee.
- 7.3 The Chief Executive and other Executive Directors may be invited to attend at the discretion of the Chair, particularly when the Committee is discussing areas of governance, risk or control that is the responsibility of that director.
- 7.4 Where reports of the internal auditors reflect 'no' or 'limited assurance' the relevant director should assume that their attendance at the next meeting of the Committee is required.
- 7.5 The Chief Executive shall attend meetings to discuss with the Committee the process for assurance that supports the Annual Governance Statement, to review each year's draft internal audit plan and the draft annual accounts.
- 7.6 At least once a year the Committee will meet with each of the External and Internal Auditors without any Executive Director of the Board present.
- 7.7 Additional Trust members of staff or external attendees will be invited as and when required to support the workings of the meeting.
- 7.8 An attendance record will be held for each meeting.

## **8.0 Quorum**

- 8.1 Meetings of the Committee will be declared quorate when at least two Committee members are present.
- 8.2 No business shall be transacted by the Committee unless a quorum is present.
- 8.3 Members are able to attend Committee meetings in person, by telephone, or by other electronic means.
- 8.4 Members in attendance by electronic means will count towards the quorum.

## **9.0 Committee Administration**

- 9.1 The Committee will meet at least five times each year. These meetings will comprise four quarterly ordinary meetings plus a fifth meeting to review the Trust's Annual Accounts.
- 9.2 The Committee Chair, the External Auditor, or the Head of Internal Audit may request an additional meeting of the Committee if they consider this necessary, in order to allow the Committee to discharge all of its responsibilities.
- 9.3 Additional meetings will be convened by the Committee Chair as necessary. The Committee Chair will ensure that, if additional meeting(s) are held virtually, these must be recorded and the minutes reviewed and approved by the Board of Directors.
- 9.4 The Chair of the Committee and the Director Lead will meet to agree the agenda for each meeting. The agenda will be based on the Committee Annual Work Plan and any agreed additional items.
- 9.5 The Director Lead for the Committee will be the Executive Director of Finance. The Company Secretary or their nominated designate will support the Chair of the Committee and Lead Director in the management of the Committee's business and for drawing attention to good practice, national guidance and other relevant documents, as appropriate.
- 9.6 Notice of each meeting shall be made available to each member of the Committee no fewer than four clear working days before the date of the meeting in electronic form unless agreed otherwise by the Chair and the Lead Director.
- 9.7 Administrative support to the Committee shall be provided by the appropriate committee secretary. The committee secretary will take minutes and clearly record actions.
- 9.8 Items for inclusion on the agenda shall be submitted to the secretary no fewer than ten days prior to the meeting. Agendas may only be amended by the agreement of the Committee Chair and Director Lead.
- 9.9 The Chair shall establish, at the beginning of each meeting, the existence of

any conflicts of interest and ensure that these are recorded in the minutes accordingly.

- 9.10 The committee secretary shall minute the proceedings of all Committee meetings and provide draft minutes within five working days, reviewed by the Executive Lead and then approved by the Committee Chair within 10 working days of the meeting.
- 9.11 An urgent decision be exercised by Chair after having consulted with at least one other Committee member and the Executive Director Lead. The exercise of such powers by the Chair will be reported to the next formal meeting of the Committee.
- 9.12 In order to facilitate a more flexible decision-making process between formal meetings the Committee may, where deemed appropriate by the Chair, and as long as there is quorum, consider a matter circulated via email and record their decision by email correspondence. A record of the decision will be created and reported to the next formal meeting of the Committee.

## **10.0 Reporting and Accountability**

- 10.1 The Committee is accountable to the Board of Directors.
- 10.2 The Chair will report to the Board of Directors following each meeting on how it has discharged its responsibilities. The Chair of the Committee shall provide the Board with a Chair's Assurance Report following each Committee meeting, providing assurance or highlighting risks or issues that require executive action. The approved minutes of Committee meetings shall be formally recorded and submitted to the Board.
- 10.3 The Committee will report to the Board annually on its work in support of the Annual Governance Statement. The Annual Report should also describe how the Committee has fulfilled its terms of reference and give details of any significant issues that the Committee has considered and how these were addressed.
- 10.4 The Committee Chair shall attend the Annual General Meeting to respond to any stakeholder questions on the Committee's activities.

## **11.0 Monitoring and Review**

- 11.1 The Terms of Reference of the Committee will be reviewed at least annually and submitted to the Board of Directors for approval.
- 11.2 The Committee will undertake an annual review of its performance, via self-assessment by its members and any agreed actions, will be reported to the Board of Directors.

## QUALITY COMMITTEE

Approved by Committee	21 June 2024
Approved by Board of Directors	25 July 2024

## **QUALITY COMMITTEE**

### **Terms of Reference**

#### **2.0 Constitution**

- 1.1 The Quality Committee (the Committee) is a standing Board Assurance Committee that has been formally constituted by the Board of Directors of the Yorkshire Ambulance Service NHS Trust (the Trust) in accordance with its Standing Orders.
- 1.2 The Scheme of Powers Delegated by and Reserved to the Board, the Scheme of Financial Delegations, and the Standing Financial Instructions of the Trust will apply to the work of the Committee.

#### **2.0 Authority**

- 2.1 The Committee is authorised by the Board of Directors to act within its terms of reference and will be provided with Trust resources to do so. All members of Trust staff are directed to co-operate with any request made by the Committee.
- 2.2 The Committee has no executive powers other than those set out in these Terms of Reference.
- 2.3 The Committee has the right of access to all information that it deems relevant to fulfil its duties. This may require any Trust colleague to attend a meeting of the Committee to present information or to answer questions on a matter under discussion.
- 2.4 The Committee is authorised by the Board of Directors to instruct professional advisors and request the attendance of individuals and authorities from outside of the Trust with relevant experience and expertise if it considers this necessary.
- 2.5 The Committee is authorised to meet via a virtual/remote arrangement if it deems that necessary.
- 2.6 The Committee is authorised, in exceptional circumstances, to conduct discrete business outside its scheduled meetings where it is not practicable to convene a full meeting.

#### **3.0 Purpose and Duties**

- 3.1 The purpose of the Committee is to gain assurance, on behalf of the Board of Directors that the Trust is making sufficient progress towards its Quality priorities to support the delivery of the Trust's strategic objectives and Operational Plan whilst being assured as to compliance with appropriate regulatory and statutory requirements.
- 3.2 The purpose of the Committee is to seek and obtain assurance on behalf of the Board of Directors to demonstrate that the Trust:

- Is making sufficient progress towards improving patient safety, patient experience, and clinical outcomes, and reducing health inequalities.
- Is making sufficient progress towards the delivery of the Trust's strategic ambitions and business plan priorities in respect of the remit of the Quality Committee, specifically those items set out at 3.2 below.
- Has in place the appropriate plans, policies, systems, data and intelligence and processes to support delivery of the above.
- Can be assured regarding compliance with appropriate policy, regulatory, and statutory requirements.
- Can be assured regarding the operation and effectiveness of systems of governance, risk management and internal control as they apply to the remit of the Committee.

3.3 The Committee will discharge its duties through oversight and assurance regarding the following:

- The development and operation of appropriate systems and processes to review and monitor the quality and effectiveness of care delivered across the Trust.
- The delivery of quality functions and clinical services through effective strategies, plans, and work programmes
- The Trust's capacity and capability to support and sustain delivery of high-quality services.
- The timely and effective use of relevant and robust data and intelligence to drive improvement in the quality of care.
- The production of the annual Quality Account in line with national guidance and timeframes.
- The management and delivery of information governance and health related IT clinical safety compliance across the Trust's functions.
- The development, review, and implementation of Trust policies and procedures governing the use of clinical data and patient identifiable information, ensuring compliance with relevant legislation and guidance.
- The quality of patient experience, including the identification and application of learning from the experience of patients, families, and carers.
- The development and application of effective mechanisms to capture and learn from the experience of Trust staff and volunteers.
- The identification and management of risk relating to clinical care.
- The oversight of the enabling plan for Quality Improvement across the Trust.
- Oversight of the performance and compliance information regarding the delivery of key statutory and regulatory requirements in relation to quality and clinical care.
- Recommendations to the Audit and Risk Committee on additions to the annual internal audit plan work in relation to the scope of this Committee's remit, and progress in the implementation of recommendations arising from internal audit.
- The oversight of the annual Clinical Audit programme.

- The health and safety of Trust employees, contractors, volunteers, and others using the Trust's premises, services, and equipment.
  - The oversight of effective systems for reporting, investigating, and learning from incidents, complaints and concerns, claims, Coroners' inquests ,and other adverse events.
  - The oversight of effective systems and processes for managing and learning from all significant adverse events.
  - The oversight of quality impact assessment of Trust service developments, projects and programmes, and other initiatives
  - The effectiveness of the Trust's safeguarding arrangements.
  - The effectiveness of the Trust's infection prevention and control arrangements.
  - The effectiveness of medicines management and optimisation, including the management of controlled drugs.
  - The effectiveness and safety of research carried out by the Trust, either alone or in partnership with others.
- 3.4 The Committee may seek appropriate review of and input into the development, governance and approval of business cases, contracts or other forms of investment proposal or service agreements that relate to the remit of this Committee.
- 3.5 In accordance with the Trust's Risk Management and Assurance Strategic Framework the Committee will:
- Review risks identified in relation to its remit.
  - Review the Board Assurance Framework risks delegated to the Committee (see Appendix C of this document) and make recommendations to the Board of Directors regarding any required changes of risk score, assurances, controls, mitigations or other related content.
  - Review the corporate risks relating specifically to the remit of the Committee as reported in the Corporate Risk Register.
  - Identify new risks for the attention of the Board of Directors.
  - Escalate existing risks for the attention of the Board of Directors.
  - Provide assurance to the Audit and Risk Committee regarding the management of risks in relation to it the Committee's remit.

#### **4.0 Committee Membership**

- 4.1 The Committee membership will be agreed by the Board of Directors.
- 4.2 The Committee membership will consist of:
- Three Non-Executive Directors
  - Executive Director of Quality and Chief Paramedic
  - Executive Medical Director
- 4.3 The Board of Directors will appoint the Chair and Vice Chair of the Committee.
- 4.4 The Chair and Vice Chair of the Committee will be Non-Executive Directors

## **5.0 Committee Attendees**

5.1 Routine attendees at meetings of the Committee will include:

- Director of Corporate Services and Company Secretary
- Director of Partnerships and Operations
- Deputy Director of Quality and Nursing
- Associate Chief Operating Officer Remote Care

5.2 Any additional members of Trust staff will be invited as and when required to support the work of the Committee.

5.3 Individuals from external organisations may be invited to attend as and when required to support the work of the Committee.

5.4 An attendance record will be held for each meeting.

## **6.0 Quoracy**

6.1 Meetings of the Committee will be declared quorate when at least three Committee members are present. For the purposes of quoracy, the three Committee members present must include at least two Non-Executive Directors and one Executive Director.

6.2 No business shall be transacted by the Committee unless a quorum is present.

6.3 Members unable to attend a meeting may nominate a deputy to attend on their behalf, with the prior agreement of the Committee Chair. Nominated deputies shall not count towards the quorum.

6.4 Members of the Committee do not represent or advocate for their respective area of the Trust; they act in the interests of the Trust as a whole.

6.5 Members of the Committee are able to attend meetings of the Committee either in person, by telephone, or by other electronic means.

6.6 Members of the Committee in attendance by electronic means will count towards the quorum.

6.7 Members of the Committee must demonstrably consider, and take appropriate positive action in respect of, the equality and diversity implications of decisions taken by the Committee.

## **7.0 Decision Making and Voting**

7.1 The Committee will take decisions in accordance with the Trust's Standing Orders.

7.2 The Committee will ordinarily reach conclusions by consensus. When it is not possible to reach a decision by consensus the Committee Chair may call a vote.

7.3 In the event of a vote being called, only Committee members present at a meeting of the Committee may participate. Each Committee member is allowed to cast one vote.

- 7.4 In the event of a vote being called, a simple majority of votes cast will be sufficient to determine any given matter.
- 7.5 In the event that the totality of votes cast does not produce a simple majority, the Chair of the Committee will hold the casting vote.

## **8.0 Committee Administration**

- 8.1 The Committee will ordinarily meet at least ten times a year. By exception, and in the event of extraordinary circumstances, this number may be varied upwards or downwards.
- 8.2 The Committee shall meet at any other time that the Chair of the Committee, in consultation with the Lead Director, shall require, in order to enable the Committee to discharge its responsibilities in full as required.
- 8.3 The Chair of the Committee and the Lead Director will meet to agree the agenda for each meeting. The agenda will be based on the Committee Annual Work Plan and any agreed additional items.
- 8.4 The Company Secretary or their nominated designate will support the Chair of the Committee and the Lead Director in the management of the Committee's business.
- 8.5 Notice of each meeting shall be made available to each member of the Committee, no less than four working days before the date of the meeting in electronic form unless agreed otherwise by the Chair and Lead Director.
- 8.6 Administrative support to the Committee shall be provided by the committee secretary, who will normally be a member of the Trust's corporate governance team. The committee secretary will take minutes and clearly record actions.
- 8.7 Items for inclusion on the agenda shall be submitted to the secretary at least seven days prior to the meeting. Agendas can only be amended by the agreement of the Committee Chair and Lead Director.
- 8.8 The Committee Chair shall establish, at the beginning of each meeting, the existence of any conflicts of interest and ensure that these are recorded in the minutes accordingly.
- 8.9 The committee secretary shall minute the proceedings of all Committee meetings and provide draft minutes within five working days, reviewed by the Lead Director and then approved by the Committee Chair within 10 working days of the meeting.
- 8.10 An urgent decision be exercised by Chair after having consulted with at least one other Committee member and the Lead Director. The exercise of such powers by the Chair will be reported to the next formal meeting of the Committee.
- 8.11 In order to facilitate a more flexible decision-making process between formal meetings the Committee may, where deemed appropriate by the Chair, and as long as there is quorum, consider a matter circulated via email and record their decision by email correspondence. A record of the decision will be created and reported to the next formal meeting of the Committee.

## **9.0 Reporting and Accountability**

- 9.1 The Committee is accountable to the Board of Directors.
- 9.2 Following each meeting of the Committee the Chair will report to the Board of Directors on how the Committee has discharged its responsibilities. Such reports will alert the Board to any matters that require action, advise the Board on other important matters, and assure the Board about the routine business transacted by the Committee.
- 9.3 The approved minutes of meetings of the Committee shall be formally recorded and submitted to the next available meeting of the Board of Directors.
- 9.4 The Chair of the Committee shall provide the Audit and Risk Committee with a risk assurance report. This report will provide assurance regarding the strategic and corporate risks considered by the Committee, highlight strategic or corporate risks and issues that may require further action, and escalate any concerns regarding risk management processes, controls. and mitigations.
- 9.5 The Committee will report to the Board annually on its work. The Committee's Annual Report should describe how the Committee has fulfilled its terms of reference and give details of any significant issues that the Committee has considered and how these were addressed.
- 9.6 The Committee Chair shall attend the Annual General Meeting of the Trust to respond to any stakeholder questions regarding the Committee's work during the year.
- 9.7 The Committee shall have the power to establish task-and-finish groups for the purpose of addressing specific tasks for a time-limited period.
- 9.8 The Chair from each task-and-finish group will provide meetings of the Committee with:
  - a progress report on the work of their group
  - the most recent approved minutes from their group

## **10.0 Monitoring and Review**

- 10.1 The Terms of Reference of the Committee will be reviewed at least annually and submitted to the Board of Directors for approval.
- 10.2 The Committee will undertake an annual review of its performance, via self-assessment by its members and any agreed actions will be reported to the Board.

## FINANCE AND PERFORMANCE COMMITTEE

Approved by Committee	23 May 2024
Approved by Board of Directors	25 July 2024

## **FINANCE AND PERFORMANCE COMMITTEE**

### **Terms of Reference**

#### **1.0 Constitution**

- 1.1 The Finance and Performance Committee (the Committee) is a standing Board Assurance Committee that has been formally constituted by the Board of Directors of the Yorkshire Ambulance Service NHS Trust (the Trust) in accordance with its Standing Orders.
- 1.2 The Scheme of Powers Delegated by and Reserved to the Board, the Scheme of Financial Delegations, and the Standing Financial Instructions of the Trust will apply to the work of the Committee.

#### **2.1 Authority**

- 2.1 The Committee is authorised by the Board of Directors to act within its terms of reference and will be provided with Trust resources to do so. All members of Trust staff are directed to co-operate with any request made by the Committee.
- 2.2 The Committee has no executive powers other than those set out in these Terms of Reference.
- 2.3 The Committee has the right of access to all information that it deems relevant to fulfil its duties. This may require any Trust colleague to attend a meeting of the Committee to present information or to answer questions on a matter under discussion.
- 2.4 The Committee is authorised by the Board of Directors to instruct professional advisors and request the attendance of individuals and authorities from outside of the Trust with relevant experience and expertise if it considers this necessary.
- 2.5 The Committee is authorised to meet via a virtual/remote arrangement if it deems that necessary.
- 2.6 The Committee is authorised, in exceptional circumstances, to conduct discrete business outside its scheduled meetings where it is not practicable to convene a full meeting.

### **3.0 Purpose and Duties**

3.1 The purpose of the Committee is to seek and obtain assurance on behalf of the Board of Directors to demonstrate that, in the context of the matters set out in 3.2 below, the Trust:

- Is making sufficient progress towards the delivery of the Trust's strategic ambitions and operational plan priorities.
- Is making sufficient progress regarding the Trust's financial and performance targets, indicators, and outcomes.
- Has in place the appropriate plans, policies, systems, and processes to support delivery of the above.
- Can be assured regarding compliance with appropriate policy, regulatory, and statutory requirements.
- Can be assured regarding the operation and effectiveness of systems of governance, risk management and internal control as they apply to the remit of the Committee.

3.2 The Committee will discharge its duties through oversight and assurance regarding the following:

- Implementation of the Trust's in-year operational priorities and financial objectives against agreed milestones.
- The development and operation of the Trust's performance management framework.
- The development and operation of the Trust's business planning cycle and processes.
- The Trust's financial planning processes, relating to revenue and capital.
- The Trust's budget setting processes.
- The Trust's actual and forecast operational performance against plan, including performance against key operational targets and indicators (and see 3.5 below)
- The Trust's actual and forecast financial performance against plan, including performance against key financial targets and indicators.
- The planning and delivery of the Trust's efficiency programme.
- Progress regarding the implementation of audit actions in relation to the Committee's duties.
- Key policies, systems, and processes in relation to the Committee's duties, including finance, procurement, digital technology, fleet and estates.
- Development and delivery of the Trust's business continuity and EP RR priorities, including seasonal plans.
- Development and delivery of the Trust's plans and priorities relating to digital technology, data management, business intelligence and cyber security.
- Development and delivery of the Trust's plans relating to fleet, estates and facilities management.
- Development and delivery of the Trust's plans relating to sustainability, net zero or other environmental concerns.

- Development and delivery of Trust recovery programmes, as required.
- Management of the Trust's contractual arrangements.
- Management of the Trust's procurement arrangements.
- Management of Trust assets: both the acquisition of assets and their disposal.

3.3 In accordance with the Trust's Standing Orders, Scheme of Financial Delegation and Standing Financial Instructions, the Committee will review and make recommendations to the Trust Board regarding:

- Business plans or other forms of investment justification.
- Tenders and contracts for approval by the Board.
- Contract variations, including variations in income and expenditure.
- Commercial or investment activity e.g., proposed joint ventures or partnerships.

3.4. In accordance with the Trust's Risk Management and Assurance Strategic Framework the Committee will:

- Review risks identified in relation to its remit.
- Review the Board Assurance Framework risks delegated to the Committee (see Appendix C of this document) and make recommendations to the Board of Directors regarding any required changes of risk score, assurances, controls, mitigations or other related content.
- Review the corporate risks relating specifically to the remit of the Committee as reported in the Corporate Risk Register.
- Identify new risks for the attention of the Board of Directors.
- Escalate existing risks for the attention of the Board of Directors.
- Provide assurance to the Audit and Risk Committee regarding the management of risks in relation to it the Committee's remit.

3.5 In the discharge of its duties relating to operational or financial performance, including performance against key targets and indicators, the Committee may:

- Receive outputs from the Trust's performance review and improvement process.
- Refer issues and concerns for by the Trust's performance review and improvement process.
- Refer issues and concerns to other assurance committees, including Trust Executive Group, for investigation and resolution.
- Request additional information or assurance from other committees.
- Escalate performance issues for the attention of the Board of Directors.

## **4.0 Committee Membership**

- 4.1 The Committee membership will be agreed by the Board of Directors.
- 4.2 The Committee membership will consist of:
- Three Non-Executive Directors.
  - Executive Director of Finance, who will be the Executive Lead for the Committee.
  - Chief Operating Officer.
- 4.4 The Board of Directors will appoint the Chair and Vice Chair of the Committee.
- 4.4 The Chair and Vice Chair of the Committee will be Non-Executive Directors.

## **5.0 Committee Attendees**

- 5.1 Routine attendees at meetings of the Committee will include:
- Chief Digital Information Officer.
  - Director of Strategy, Planning and Performance.
  - Director of Corporate Services and Company Secretary.
  - One Director of Partnerships and Operations.
  - Deputy Director of Finance.
- 5.2 Any additional members of Trust staff will be invited as and when required to support the work of the Committee.
- 5.3 Individuals from external organisations may be invited to attend as and when required to support the work of the Committee.
- 5.4 An attendance record will be held for each meeting.

## **6.0 Quoracy**

- 6.1 Meetings of the Committee will be declared quorate when at least three Committee members are present. For the purposes of quoracy, the three Committee members present must include at least two Non-Executive Directors and one Executive Director.
- 6.2 No business shall be transacted by the Committee unless a quorum is present.
- 6.3 Members unable to attend a meeting may nominate a deputy to attend on their behalf, with the prior agreement of the Committee Chair. Nominated deputies shall not count towards the quorum.
- 6.4 Members of the Committee do not represent or advocate for their respective area of the Trust; they act in the interests of the Trust as a whole.
- 6.5 Members of the Committee are able to attend meetings of the Committee either in

person, by telephone, or by other electronic means.

- 6.6 Members of the Committee in attendance by electronic means will count towards the quorum.
- 6.7 Members of the Committee must demonstrably consider, and take appropriate positive action in respect of, the equality and diversity implications of decisions taken by the Committee.

## **7.0 Decision Making and Voting**

- 7.1 The Committee will take decisions in accordance with the Trust's Standing Orders.
- 7.2 The Committee will ordinarily reach conclusions by consensus. When it is not possible to reach a decision by consensus the Committee Chair may call a vote.
- 7.3 In the event of a vote being called, only Committee members present at a meeting of the Committee may participate. Each Committee member is allowed to cast one vote.
- 7.4 In the event of a vote being called, a simple majority of votes cast will be sufficient to determine any given matter.
- 7.5 In the event that the totality of votes cast does not produce a simple majority, the Chair of the Committee will hold the casting vote.

## **8.0 Committee Administration**

- 8.1 The Committee will ordinarily meet at least ten times a year. By exception, and in the event of extraordinary circumstances, this number may be varied upwards or downwards.
- 8.2 The Committee shall meet at any other time that the Chair of the Committee, in consultation with the Executive Lead, shall require, in order to enable the Committee to discharge its responsibilities in full as required.
- 8.3 The Chair of the Committee and the Executive Lead will meet to agree the agenda for each meeting. The agenda will be based on the Committee Annual Work Plan and any agreed additional items.
- 8.4 The Company Secretary or their nominated designate will support the Chair of the Committee and the Executive Director in the management of the Committee's business.
- 8.5 Notice of each meeting shall be made available to each member of the Committee, no less than four working days before the date of the meeting in electronic form unless agreed otherwise by the Chair and Executive Lead.
- 8.6 Administrative support to the Committee shall be provided by the committee secretary, who will normally be a member of the Trust's corporate governance team. The committee secretary will take minutes and clearly record actions.
- 8.7 Items for inclusion on the agenda shall be submitted to the secretary at least seven

days prior to the meeting. Agendas can only be amended by the agreement of the Committee Chair and Executive Lead.

- 8.8 The Committee Chair shall establish, at the beginning of each meeting, the existence of any conflicts of interest and ensure that these are recorded in the minutes accordingly.
- 8.9 The committee secretary shall minute the proceedings of all Committee meetings and provide draft minutes within five working days, reviewed by the Executive Lead and then approved by the Committee Chair within 10 working days of the meeting.
- 8.10 An urgent decision may be exercised by the Chair after having consulted with at least one other Committee member and the Executive Director Lead. The exercise of such powers by the Chair will be reported to the next formal meeting of the Committee.
- 8.11 In order to facilitate a more flexible decision-making process between formal meetings the Committee may, where deemed appropriate by the Chair, and as long as there is quorum, consider a matter circulated via email and record their decision by email correspondence. A record of the decision will be created and reported to the next formal meeting of the Committee

## **9.0 Reporting and Accountability**

- 9.1 The Committee is accountable to the Board of Directors.
- 9.2 Following each meeting of the Committee the Chair will report to the Board of Directors on how the Committee has discharged its responsibilities. Such reports will alert the Board to any matters that require action, advise the Board on other important matters, and assure the Board about the routine business transacted by the Committee.
- 9.3 The approved minutes of meetings of the Committee shall be formally recorded and submitted to the next available meeting of the Board of Directors.
- 9.4 The Chair of the Committee shall provide the Audit and Risk Committee with a risk assurance report. This report will provide assurance regarding the strategic and corporate risks considered by the Committee, highlight strategic or corporate risks and issues that may require further action, and escalate any concerns regarding risk management processes, controls. And mitigations.
- 9.5 The Committee will report to the Board annually on its work. The Committee's Annual Report should describe how the Committee has fulfilled its terms of reference and give details of any significant issues that the Committee has considered and how these were addressed.
- 9.6 The Committee Chair shall attend the Annual General Meeting of the Trust to respond to any stakeholder questions regarding the Committee's work during the year.
- 9.7 The Committee shall have the power to establish task-and-finish groups for the purpose of addressing specific tasks for a time-limited period.
- 9.8 The Chair from each task-and-finish group will provide meetings of the Committee

with:

- a progress report on the work of their group
- the most recent approved minutes from their group

## **10.0 Monitoring and Review**

- 10.1 The Terms of Reference of the Committee will be reviewed at least annually and submitted to the Board of Directors for approval.
- 10.2 The Committee will undertake an annual review of its performance, via self-assessment by its members and any agreed actions, will be reported to the Board.

**PEOPLE COMMITTEE**

Approved by Committee	09 July 2024
Approved by Board of Directors	25 July 2024

## **PEOPLE COMMITTEE**

### **Terms of Reference**

#### **1.0 Constitution**

- 1.1 The People Committee (the Committee) is a standing Board Assurance Committee that has been formally constituted by the Board of Directors of the Yorkshire Ambulance Service NHS Trust (the Trust) in accordance with its Standing Orders.
- 1.2 The Scheme of Powers Delegated by and Reserved to the Board, the Scheme of Financial Delegations, and the Standing Financial Instructions of the Trust will apply to the work of the Committee.

#### **2.0 Authority**

- 2.1 The Committee is authorised by the Board of Directors to act within its terms of reference and will be provided with Trust resources to do so. All members of Trust staff are directed to co-operate with any request made by the Committee.
- 2.2 The Committee has no executive powers other than those set out in these Terms of Reference.
- 2.3 The Committee has the right of access to all information that it deems relevant to fulfil its duties. This may require any Trust colleague to attend a meeting of the Committee to present information or to answer questions on a matter under discussion.
- 2.4 The Committee is authorised by the Board of Directors to instruct professional advisors and request the attendance of individuals and authorities from outside of the Trust with relevant experience and expertise if it considers this necessary.
- 2.5 The Committee is authorised to meet via a virtual/remote arrangement if it deems that necessary.
- 2.6 The Committee is authorised, in exceptional circumstances, to conduct discrete business outside its scheduled meetings where it is not practicable to convene a full meeting.

### **3.0 Purpose and Duties**

3.1 The purpose of the Committee is to gain assurance, on behalf of the Board of Directors that the Trust is making sufficient progress towards its People priorities to support the delivery of the Trust's strategic objectives and Operational Plan whilst being assured as to compliance with appropriate regulatory and statutory requirements. The Committee will discharge this purpose through the following duties:

3.1 The purpose of the Committee is to seek and obtain assurance on behalf of the Board of Directors to demonstrate that the Trust:

- Is making sufficient progress towards the delivery of the Trust's strategic ambitions and business plan priorities in respect of all aspects of Our People, as set out in 3.2 below.
- Has in place the appropriate plans, policies, systems, and processes to support delivery of the above.
- Can be assured regarding compliance with appropriate policy, regulatory, and statutory requirements.
- Can be assured regarding the operation and effectiveness of systems of governance, risk management and internal control as they apply to the remit of the Committee.

3.2 The Committee will discharge its duties through oversight and assurance regarding the following:

- Planning and implementation of the Trust's bold ambition relating to Our People (with reference to the national People Plan)
- Planning and delivery of the Trust's annual business plan priorities relating to Our People.
- Development of workforce submissions relating to national, system-level or other financial and operational planning processes.
- Performance against the Trust's key performance indicators relating to our People.
- The development and implementation of strategies and plans relating to workforce recruitment and retention.
- The development and implementation of strategies and plans relating to training and development, including statutory and mandatory training compliance and staff appraisal and career conversations.
- The development and implementation of strategies and plans relating to workforce planning, including succession planning, leadership development, talent management, and the Trust's apprenticeship programme.
- The development and implementation of strategies and plans relating to the physical and mental health and well-being of staff, including the effective management of sickness and attendance.

- The development and implementation of strategies and plans relating to equalities, diversity and inclusion.
- The development and implementation of strategies and plans to improve and embed a positive and open workforce culture, including Freedom To Speak Up.
- The development and implementation of strategies and plans to improve and embed staff engagement, including the NHS Staff Survey.
- The development and implementation of strategies and plans to improve and embed the contribution to the Trust of volunteers.
- Compliance with the Fit and Proper Person Framework.
- Compliance with statutory, regulatory and policy requirements relating to any of the above.
- Compliance with statutory and regulatory reporting requirements, including statutory returns and publishable datasets (such as WRES, DES and Gender Pay Gap reporting)
- Oversight of improvement plans or individual actions arising from internal or external assurance processes, including internal audit reviews and regulatory inspections (CQC, Ofsted)

3.3 The Committee may seek appropriate review of and input into the development, governance and approval of business cases, contracts or other forms of investment proposal or service agreements that relate to the remit of this Committee.

3.4 In accordance with the Trust's Risk Management and Assurance Strategic Framework the Committee will:

- Review risks identified in relation to its remit.
- Review the Board Assurance Framework risks delegated to the Committee (see Appendix C of this document) and make recommendations to the Board of Directors regarding any required changes of risk score, assurances, controls, mitigations or other related content.
- Review the corporate risks relating specifically to the remit of the Committee as reported in the Corporate Risk Register.
- Identify new risks for the attention of the Board of Directors.
- Escalate existing risks for the attention of the Board of Directors.
- Provide assurance to the Audit and Risk Committee regarding the management of risks in relation to it the Committee's remit.

#### **4.0 Committee Membership**

4.1 The Committee membership will be agreed by the Board of Directors.

4.2 The Committee membership will consist of:

- Three Non-Executive Directors.
- Director of People and Organisational Development, who will be the Lead

Director for the Committee.

- Chief Operating Officer.

4.3 The Board of Directors will appoint the Chair and Vice Chair of the Committee.

4.4 The Chair and Vice Chair of the Committee will be Non-Executive Directors

## **5.0 Committee Attendees**

5.1 Routine attendees at meetings of the Committee will include:

- Deputy Director of People and Organisational Development.
- Associate Director of People Development
- Director of Corporate Services and Company Secretary.
- One Director of Partnerships and Operations.

5.2 Any additional members of Trust staff will be invited as and when required to support the work of the Committee.

5.3 Individuals from external organisations may be invited to attend as and when required to support the work of the Committee.

5.4 An attendance record will be held for each meeting.

## **6.0 Quoracy**

6.1 Meetings of the Committee will be declared quorate when at least three Committee members are present. For the purposes of quoracy, the three Committee members present must include at least two Non-Executive Directors and one Executive Director.

6.2 No business shall be transacted by the Committee unless a quorum is present.

6.3 Members unable to attend a meeting may nominate a deputy to attend on their behalf, with the prior agreement of the Committee Chair. Nominated deputies shall not count towards the quorum.

6.4 Members of the Committee do not represent or advocate for their respective area of the Trust; they act in the interests of the Trust as a whole.

6.5 Members of the Committee are able to attend meetings of the Committee either in person, by telephone, or by other electronic means.

6.6 Members of the Committee in attendance by electronic means will count towards the quorum.

6.7 Members of the Committee must demonstrably consider, and take appropriate positive action in respect of, the equality and diversity implications of decisions taken by the Committee.

## **7.0 Decision Making and Voting**

- 7.1 The Committee will take decisions in accordance with the Trust's Standing Orders.
- 7.2 The Committee will ordinarily reach conclusions by consensus. When it is not possible to reach a decision by consensus the Committee Chair may call a vote.
- 7.3 In the event of a vote being called, only Committee members present at a meeting of the Committee may participate. Each Committee member is allowed to cast one vote.
- 7.4 In the event of a vote being called, a simple majority of votes cast will be sufficient to determine any given matter.
- 7.5 In the event that the totality of votes cast does not produce a simple majority, the Chair of the Committee will hold the casting vote.

## **8.0 Committee Administration**

- 8.1 The Committee will ordinarily meet at least six times a year. By exception, and in the event of extraordinary circumstances, this number may be varied upwards or downwards.
- 8.2 The Committee shall meet at any other time that the Chair of the Committee, in consultation with the Lead Director, shall require, in order to enable the Committee to discharge its responsibilities in full as required.
- 8.3 The Chair of the Committee and the Lead Director will meet to agree the agenda for each meeting. The agenda will be based on the Committee Annual Work Plan and any agreed additional items.
- 8.4 The Company Secretary or their nominated designate will support the Chair of the Committee and the Lead Director in the management of the Committee's business.
- 8.5 Notice of each meeting shall be made available to each member of the Committee, no less than four working days before the date of the meeting in electronic form unless agreed otherwise by the Chair and Lead Director.
- 8.6 Administrative support to the Committee shall be provided by the committee secretary, who will normally be a member of the Trust's corporate governance team. The committee secretary will take minutes and clearly record actions.
- 8.7 Items for inclusion on the agenda shall be submitted to the secretary at least seven days prior to the meeting. Agendas can only be amended by the agreement of the Committee Chair and Lead Director.
- 8.8 The Committee Chair shall establish, at the beginning of each meeting, the existence of any conflicts of interest and ensure that these are recorded in the minutes accordingly.
- 8.9 The committee secretary shall minute the proceedings of all Committee meetings and provide draft minutes within five working days, reviewed by the Lead Director and then approved by the Committee Chair within 10 working days of the meeting.

- 8.10 An urgent decision be exercised by Chair after having consulted with at least one other Committee member and the Lead Director. The exercise of such powers by the Chair will be reported to the next formal meeting of the Committee.
- 8.11 In order to facilitate a more flexible decision-making process between formal meetings the Committee may, where deemed appropriate by the Chair, and as long as there is quorum, consider a matter circulated via email and record their decision by email correspondence. A record of the decision will be created and reported to the next formal meeting of the Committee.

## **9.0 Reporting and Accountability**

- 9.1 The Committee is accountable to the Board of Directors.
- 9.2 Following each meeting of the Committee the Chair will report to the Board of Directors on how the Committee has discharged its responsibilities. Such reports will alert the Board to any matters that require action, advise the Board on other important matters, and assure the Board about the routine business transacted by the Committee.
- 9.3 The approved minutes of meetings of the Committee shall be formally recorded and submitted to the next available meeting of the Board of Directors.
- 9.4 The Chair of the Committee shall provide the Audit and Risk Committee with a risk assurance report. This report will provide assurance regarding the strategic and corporate risks considered by the Committee, highlight strategic or corporate risks and issues that may require further action, and escalate any concerns regarding risk management processes, controls, and mitigations.
- 9.5 The Committee will report to the Board annually on its work. The Committee's Annual Report should describe how the Committee has fulfilled its terms of reference and give details of any significant issues that the Committee has considered and how these were addressed.
- 9.6 The Committee Chair shall attend the Annual General Meeting of the Trust to respond to any stakeholder questions regarding the Committee's work during the year.
- 9.7 The Committee shall have the power to establish task-and-finish groups for the purpose of addressing specific tasks for a time-limited period.
- 9.8 The Chair from each task-and-finish group will provide meetings of the Committee with:
- a progress report on the work of their group
  - the most recent approved minutes from their group

## **10.0 Monitoring and Review**

- 10.1 The Terms of Reference of the Committee will be reviewed at least annually and submitted to the Board of Directors for approval.
- 10.2 The Committee will undertake an annual review of its performance, via self-assessment by its members and any agreed actions, will be reported to the Board.

## REMUNERATION AND NOMINATIONS COMMITTEE

Approved by Committee	03 May 2023
Approved by Board of Directors	25 July 2024

## **Remuneration and Nomination Committee**

### **Terms of Reference**

#### **1.0 Constitution**

- 1.1 The Remuneration and Nominations Committee (the Committee) is a standing Committee that has been formally constituted by the Board of Directors of Yorkshire Ambulance Service NHS Trust (the Trust) in accordance with its Standing Orders.
- 1.2 The Scheme of Powers Delegated and Reserved to the Board, the Scheme of Financial Delegation, and the Standing Financial Instructions of the Trust will apply to the conduct of the working of the Committee.

#### **2.0 Authority**

- 2.1 The Committee is authorised by the Board of Directors to act within its terms of reference and will be provided with Trust resources to do so. All members of Trust staff are directed to co-operate with any request made by the Committee.
- 2.2 The Committee has the right of access to all information that it deems relevant to fulfil its duties, which may require any Trust colleague to attend a meeting of the Committee to present information or answer questions on a matter under discussion.
- 2.3 The Committee is authorised by the Board of Directors to instruct professional advisors and request the attendance of individuals and authorities from outside the Trust with relevant experience and expertise if it considers this necessary.
- 2.4 The Committee has no executive powers other than those set out in these Terms of Reference.
- 2.5 The Committee is authorised to meet via a virtual / remote arrangement if it deems that necessary.
- 2.6 The Committee is authorised, in exceptional circumstances, to conduct discrete business outside its scheduled meetings where it is not practicable to convene a full meeting.

#### **3.0 Purpose and Duties**

- 3.1 The purpose and duties of the Committee include the following:

- 3.2 Nomination Duties

The Committee shall:

- Identify suitable candidates to fill Executive Director and other senior leadership vacancies (e.g. Very Senior Manager roles) as required.

- Review on a regular basis the structure, size, diversity and composition (including skills, knowledge and experience) required of the Board and agree any changes.
- Consider and make plans for succession planning in relation to senior leadership roles, particularly the Chief Executive, Deputy Chief Executive, and Executive Director roles.
- Keep the leadership needs of the Trust under review at Executive level (including roles that report to the Executive level) to ensure the continued ability of the Trust to operate effectively within the health and care system.
- Where a vacancy is identified, agree a role description, person specification and other particulars required for the post. In identifying suitable candidates, the Committee shall use open advertising and may engage the services of external advisors to facilitate the search.
- Consider whether suitable candidates meet the “fit and proper persons test” criteria set out in Regulation 5 of the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014.
- Be responsible for agreeing the appointment of suitable candidates to fill posts following the recruitment process.
- Be responsible for identifying and agreeing the appointment of a suitable candidate for the position of Chief Executive.

### 3.3 Performance Duties

- Agree the performance assessment frameworks for individual Executive Directors and the Board of Directors as a whole
- Receive reports on the performance of the Chief Executive, Executive Directors and other senior roles (e.g. Very Senior Manager roles) against their agreed objectives.
- Receive confirmation from the Chair regarding the completion of the annual appraisal of the Chief Executive and of any issues that may have been identified by the appraisal process.
- Receive confirmation from the Chief Executive regarding the completion of the annual appraisal of the Executive Directors and other Very Senior Manager roles and of any issues that may have been identified by the appraisal process.
- Consider any matters relating to the continuation in office of the postholder of any Executive Director or other Very Senior Manager role at any time, including the suspension or termination of service, subject to the provisions of law and their contract or service contract.
- Review the ongoing appropriateness and relevance of the Trust’s Remuneration Policy.
- Set the parameters of the remuneration package for all Executive Director and other Very Senior Manager roles within the terms of the agreed Remuneration Policy and following consultation with the Chief Executive. This will include basic salary, pension rights (insofar as these fall within the Committee’s powers), any benefits of any kind, any incentive arrangements and compensation commitments on early termination arrangements.

- Receive confirmation from the Chief Executive of the terms of the remuneration package offered to and accepted by appointees to all Executive Director and other Very Senior Manager roles.
- Consider the performance criteria and any upper limits for annual bonuses and incentive schemes including in the remuneration for Executive Director and other Very Senior Manager roles.
- Ensure the Committee is adequately informed of comparative levels of remuneration for Executive Director roles, other Very Senior Manager roles, and other Trust roles where the postholder may be contracted on terms which are not part of the national NHS terms and conditions.
- Establish levels of remuneration which are sufficient to attract, retain and motivate candidates for Executive Director and other Very Senior Manager roles of the quality and with the skills and experience required to lead the Trust successfully.
- Monitor compliance with IR35 / off payroll requirements.
- Agree any discretionary supplementary payments made by the Trust to Non-Executive Directors in respect of their duties and special responsibilities. (For the avoidance of doubt, the remuneration and terms of appointment of the Chairman and Non-Executive Directors are not within the remit of this Committee. These are determined by the Secretary of State for Health and Social Care delegated as appropriate to NHS England.)

### 3.4 Payments Outside of Contractual Obligations

The Committee must ensure compliance with the requirements of government agencies and departments - including but not limited to HMRC, HM Treasury, and NHS England - regarding severance pay and other payments outside of contractual obligations, including and any off-payroll payments (in respect of Executive Director and other Very Senior Manager posts). The Committee must be satisfied that such payments are in the best interest of the Trust and represent value for money. The Committee must therefore:

- Satisfy itself that it has received and understood all available relevant information, including financial information and formal legal advice where needed, to approve payments outside of contractual obligations.
- Consciously discuss and assess the merits of the case.
- Consider the payment or payment range being proposed and address whether it is appropriate, considering all relevant issues. The Committee should only approve such payments which it considers to be in the public interest and in accordance with the current version of the HM Treasury guidance "Managing Public Money".
- Keep an appropriately detailed written record summarising its discussions.
- Keep an appropriately detailed written record of its decisions, including the rationale for (a) selecting the preferred option and (b) discounting any other options.
- Monitor redundancy and other exit payments and capitalised pension costs for all staff groups; and approve any redundancy and capitalised pension costs in excess of £100,000.

## **4.0 Membership**

4.1 The Committee membership will be agreed by the Board of Directors and will consist of:

- Chair of the Trust (Chair of the Committee)
- All other Non-Executive Directors
- Chief Executive (when appointing or appraising Executive Directors)

## **5.0 Attendees**

5.1 Attendees will include:

- Associate Non-Executive Directors (where applicable)
- Director of People and Organisational Development
- Company Secretary

5.2 Additional Trust members of staff or external people will be invited as and when required to support the workings of the meeting.

5.3 An attendance record will be held for each meeting.

## **6.0 Quorum**

6.1 The Committee will be deemed quorate with three members of the Committee in attendance, including the Chair or the Chair's nominated deputy.

6.2 No business shall be transacted by the Committee unless a quorum is present.

6.3 Members may attend Committee meetings in person, by telephone, or by other electronic means.

6.4 Members in attendance by electronic means will count towards the quorum.

6.5 Members must demonstrably consider, and take appropriate positive action in respect to, the equality and diversity implications of decisions taken by the Committee.

## **7.0 Decision Making and Voting**

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

7.2 Only members present at a meeting of the Committee may vote. Members in attendance by electronic means are entitled to vote.

7.3 Each member is allowed one vote. A simple majority will be considered conclusive on any matter.

- 7.4 In the case that an equality of votes arises, the Chair of the Committee will hold the casting vote.

## **8.0 Committee Administration**

- 8.1 The Committee will meet at least twice per annum. The Committee shall meet at any other time that the Chair of the Committee and Chief Executive shall require in order to allow the Committee to discharge all of its responsibilities.
- 8.2 The Chair of the Committee, the Chief Executive, the Director Lead and the Company Secretary will agree the agenda for each meeting. The agenda will be based on the Committee Annual Work Plan and any agreed additional items.
- 8.3 The Company Secretary will support the Chair of the Committee and the Chief Executive in the management of the Committee's business.
- 8.4 Notice of each meeting shall be made available to each member of the Committee, no fewer than four working days before the date of the meeting in electronic form unless agreed otherwise by the Chair and Lead Director.
- 8.5 Administrative support to the Committee shall be provided by the Company Secretary or their nominated deputy.
- 8.6 Items for inclusion on the agenda shall be submitted to the Company Secretary no fewer than seven days prior to the meeting. Agendas can only be amended by the agreement of the Committee Chair and Director Lead.
- 8.7 The Chair shall establish, at the beginning of each meeting, the existence of any conflicts of interest and ensure that these are recorded in the minutes accordingly.
- 8.8 The meetings and any other formal proceedings of the Committee will be minuted. Draft minutes will be produced within five working days of each meeting, reviewed by the Lead Director and then approved by the Committee Chair within 10 working days of the meeting.
- 8.9 An urgent decision may be exercised by the Chair after having consulted with at least one other Committee member and the Director Lead. The exercise of such powers by the Chair will be reported to the next formal meeting of the Committee.
- 8.10 In order to facilitate a more flexible decision-making process between formal meetings the Committee may, where deemed appropriate by the Chair, and as long as there is quorum, consider a matter circulated via email and record their decision by email correspondence. A record of the decision will be created and reported to the next formal meeting of the Committee.

## **9.0 Reporting and Accountability**

- 9.1 The Committee is accountable to the Board of Directors.
- 9.2 The Chair will report to the Board of Directors (in Private) at least twice per year on how the Committee has discharged its responsibilities.

9.3 The Committee will report to the Board annually on its work. The Annual Report should also describe how the Committee has fulfilled its terms of reference and give details of any significant issues that the Committee has considered and how these were addressed.

9.4 There are no sub-Committees/Groups reporting into the Committee.

## **10.0 Monitoring and Review**

10.1 The Terms of Reference of the Committee will be reviewed at least annually and submitted to the Board for approval.

10.2 The Committee will undertake an annual review of its performance, via self-assessment by its members and any agreed actions, will be reported to the Board.

## CHARITABLE FUNDS COMMITTEE

Approved by Committee	11 January 2024
Approved by Board of Directors	25 July 2024

# **Charitable Funds Committee**

## **Terms of Reference**

### **1.0 Constitution**

- 1.1 The Charitable Funds Committee (the Committee) is a standing Committee that has been formally constituted by the Board of Directors of Yorkshire Ambulance Service NHS Trust (the Trust).

### **2.0 Authority**

- 2.1 The Committee is authorised by the Board of Directors to act within its terms of reference. All members of Trust staff are directed to co-operate with relevant requests made by the Committee.
- 2.2 The Committee has the authority to commit charitable fund resources. The Committee supports the fundraising activities of the Trust's Charity. The Charity is a charitable trust and the corporate trustee is Yorkshire Ambulance Service Trust. All Board members act as trustees of the Charity.
- 2.3 The Committee is authorised by the Board of Directors to instruct professional advisors and request the attendance of individuals and authorities from outside the Trust with relevant experience and expertise if it considers this necessary.
- 2.4 The Committee has no powers other than those set out in these Terms of Reference.
- 2.5 The Committee is authorised to meet via a virtual/remote arrangement if it deems that necessary.

### **3.0 Purpose and Duties**

- 3.1 The Committee's purpose is to give additional assurance to the Board that the Trust's charitable activities are within the law and regulations set by the Charity Commissioners for England and Wales and to ensure compliance with the charity's governing documents. The Committee is charged by the Board to:
- Oversee the delivery of the strategy for the charity approved by the Corporate Trustee.
  - Oversee the formulation and delivery of an investment policy and any other policies that are required to be developed to support the effectiveness of the charity.
  - Review quarterly updates and performance reports including the expenditure and investment decisions of funds and balances held.
  - Support, guide and encourage the fundraising activities of the Trust.
  - Monitor charitable and fundraising income.

- Oversee the administration, investment and financial systems relating to all charitable funds held by the charity.
- Develop policies for fundraising and for the use of funds.
- Ensure compliance with all relevant Charity Commission regulations, legislation and other relevant items of guidance and best practice.
- Review the work of other Committees within the Trust, whose work can provide relevant assurance to the Committee's own scope of work.
- Consider and approve any urgent requests in advance of any formal meeting, on an exceptional basis through the approval of the named Executive Director and the Committee Chair in accordance with governing documents.
- Oversee and advise on the running of major fundraising campaigns.
- Honour as far as practicably possible wishes expressed by donors of unrestricted funds.

### 3.2 Receive assurance on the following:

- Adequate internal controls and procedures to ensure that the power is being exercised properly and prudently;
- Banking arrangements for the charitable funds are kept entirely distinct from all of the Trust's NHS other funds; and
- Separate current and deposit accounts are minimised consistent with meeting expenditure obligations.

## 4.0 Membership

### 4.1 The Committee membership will be agreed by the Board of Directors and will consist of:

- 2 Non-executive Directors
- The Executive Director of Finance, who will be the Lead Director of the Committee
- Executive Medical Director

### 4.2 The Board will appoint a Chair and Vice Chair of the Committee.

## 5.0 Attendees

### 5.1 Attendees will include:

- Associate Non-executive Director
- Company Secretary
- Head of Communications and Community Engagement
- Head of YAS Charity

### 5.2 The finance representative will be regularly invited to attend Committee meetings and additional Trust members of staff or external people will be invited as and when required to support the workings of the meeting.

### 5.3 An attendance record will be held for each meeting.

## **6.0 Quorum**

- 6.1 The Committee will be deemed quorate with 2 members, comprising at least one Non-executive Directors and one Executive Director present.
- 6.2 No business shall be transacted by the Committee unless a quorum is present.
- 6.3 Members unable to attend a meeting may nominate a deputy to attend on their behalf, agreed with the Committee Chair. (*Nominated deputies shall not count towards the quorum.*)
- 6.4 Members are able to attend Committee meetings in person, by telephone, or by other electronic means.
- 6.5 Members in attendance by electronic means will count towards the quorum.
- 6.6 Members must demonstrably consider, and take appropriate positive action in respect to, the equality and diversity implications of decisions taken by the Committee.

## **7.0 Decision Making and Voting**

- 7.1 The Committee will ordinarily reach conclusions by consensus. When this is not possible the Committee Chair may call a vote.
- 7.2 Only members present at a meeting of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.
- 7.3. In the case that an equality of votes arises, the Chair of the Committee will hold the casting vote.

## **8.0 Committee Administration**

- 8.1 The Committee will meet at least four times each year, on a quarterly basis and at least 14 days prior to the Board of Directors meetings. The Committee shall meet at any other time that the Chair of the Committee, in consultation with the Director Lead, shall require, in order to allow the Committee to discharge all of its responsibilities.
- 8.2 The Chair of the Committee and the Director Lead will meet to agree the agenda for each meeting and will be supported by either the Head of YAS Charity or Head of Communications and Community Engagement. The agenda will be based on the Committee's Annual Work Plan and any agreed additional items.
- 8.3 The Director Lead for the Committee will be the Executive Director of Finance. The Company Secretary or their nominated designate will support the Chair of the Committee and Lead Director in the management of the Committee's business and for drawing attention to good practice, national guidance and other relevant documents, as appropriate.
- 8.4 Notice of each meeting, shall be made available to each member of the Committee, no less than four working days before the date of the meeting in electronic form unless agreed otherwise by the Chair and Lead Director.

- 8.5 Administrative support to the Committee shall be provided by the secretary. The secretary will take minutes and clearly record actions. Items for inclusion on the agenda shall be submitted to the secretary 10 days prior to the meeting. Agendas can only be amended by the agreement of the Committee Chair and Director Lead.
- 8.6 The Chair shall establish, at the beginning of each meeting, the existence of any conflicts of interest and ensure that these are recorded in the minutes accordingly.
- 8.7 The Secretary shall minute the proceedings of all Committee meetings and provide draft minutes within five working days, reviewed by the Lead Director and then approved by the Committee Chair within 10 working days of the meeting.

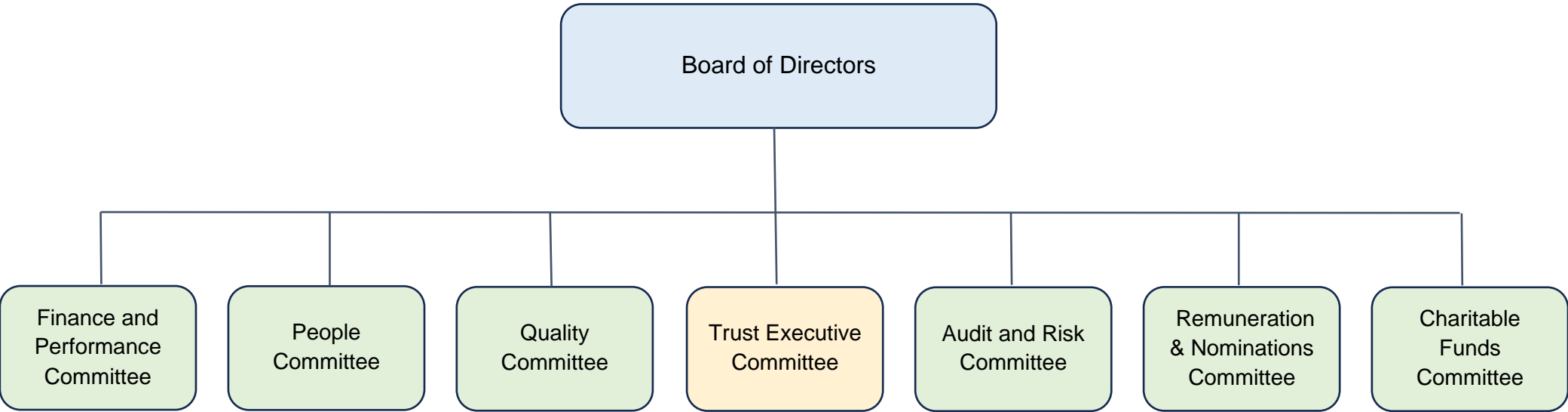
## **9.0 Reporting and Accountability**

- 9.1 The Board of Directors acting in its role as corporate trustee is responsible for directing the affairs of the Charity, through the Charitable Funds Committee, ensuring activities and funds are managed in accordance with relevant legislation, regulations and the specific charitable objects and trust deed. The Charity operates under the Corporate Trustee model and is bound by both charity law and by NHS legislation.
- 9.2 The Chair will report to the Board of Directors, as Corporate Trustee on how it has discharged its responsibilities. The Chair of the Committee shall provide the Trustee with a Chair's Assurance Report , providing assurance or highlighting risks or issues that require executive action. The approved minutes of Committee meetings shall be formally recorded and submitted to the Trustee.
- 9.3 The Committee will report to the Board annually on its work. The Annual Report should also describe how the Committee has fulfilled its terms of reference and give details of any significant issues that the Committee has considered and how these were addressed.
- 9.4 The Committee Chair shall attend the Annual General Meeting to respond to any stakeholder questions on the Committee's activities.
- 9.5 The Committee shall have the power to establish sub-Committees/Groups and/or task and finish groups for the purpose of addressing specific tasks or areas of responsibility.
- 9.6 The Chair from any sub-Committees/Groups and/or task and finish groups formed will provide:
- a report to the next meeting of the Committee; and
  - the minutes from the group's meeting to the Committee following approval of the minutes at the next group.

## **10.0 Monitoring and Review**

- 10.1 The Terms of Reference of the Committee will be reviewed at least annually and submitted to the Board for approval.
- 10.2 The Committee will undertake an annual review of its performance, via self-assessment by its members and any agreed actions, will be reported to the Board.

**APPENDIX A: BOARD AND COMMITTEE STRUCTURE**



## APPENDIX B: CALENDAR OF BOARD AND COMMITTEE MEETING DATES 2024/25

	Board of Directors Meetings			Committee Meetings						
	Board Meeting in Public	Board Meeting in Private	Board Strategic Forum	Trust Executive Committee	Audit and Risk Committee	Quality Committee	Finance and Performance Committee	People Committee	Remuneration & Nominations Committee	Charitable Funds Committee
<b>Apr</b>	25	25	25	03 and 17	16	11	23			11
<b>May</b>	30	30		01 and 15		16	23	14	30	
<b>Jun</b>		27	20	05 and 19		13	25			
<b>Jul</b>	25	25		03 and 24	16	18	23	09		11
<b>Aug</b>				07 and 21						
<b>Sep</b>	26 (+AGM)	26		04 and 18		19	24	10	26	
<b>Oct</b>		24	24	02 and 16		17	22			10
<b>Nov</b>	28	28		06 and 20	12	21	26	19		
<b>Dec</b>		12	12	04 and 18			19		12	
<b>Jan</b>	30	30		15 and 29	21	16	28	21		23
<b>Feb</b>		27	27	05 and 19		20	25		27	
<b>Mar</b>	27	27		05 and 19		20	25	18		

## APPENDIX C: BOARD ASSURANCE FRAMEWORK RISKS BY COMMITTEE

Bold Ambition	Strategic Risk: The Trust is unable to...		Committee
Our Patients	1	Deliver a timely response to patients	Finance and Performance
	2	Provide access to appropriate care	Quality
	3	Support patient flow across the urgent and emergency care system	Finance and Performance
	4	Strengthen quality governance and medicines management to develop a culture of improvement, safety, and learning.	Quality
	5	Develop and maintain effective emergency preparedness, resilience, and response arrangements.	Finance and Performance
Our People	6	Develop and sustain an open and positive workplace culture	People
	7	Support staff health and well-being effectively	People
	8	Deliver and sustain improvements in recruitment and retention.	People
	9	Develop and sustain improvements in leadership and staff training and development.	People
Our Partners	10	Act as a collaborative, integral, and influential system partner.	TEG / Board
	11	Collaborate effectively to improve population health and reduce health inequalities.	Quality
Our Planet and Pounds	12	Secure sufficient revenue resources and use them wisely to ensure value for money.	Finance and Performance
	13	Secure sufficient capital resources and use them wisely to ensure value for money.	Finance and Performance
	14	Deliver safe and effective digital technology developments and cyber security arrangements.	Finance and Performance
	15	Act responsibly and effectively in response to climate change.	Finance and Performance