



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

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Secretary**

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Associated Documentation:

### External Documents

NHS Code of Governance (2023)

HFMA NHS Audit Committee Handbook (2024)

### Trust Documents

Trust Standing Orders

Corporate Governance Guide: The Board of Directors

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## 1.0 Introduction

- 1.1 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.
- 1.2 Appendix A shows the Trust's committee structure.
- 1.3 The committees of the Trust are:
  - Trust Executive Group
  - Audit and Risk Committee
  - Quality Committee
  - Finance and Performance Committee
  - People Committee
  - Remuneration and Nominations Committee
  - Charitable Funds Committee
- 1.4 The Trust Executive Group is chaired by the Chief Executive. All other committees are chaired by Non-Executive Directors.
- 1.5 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 2025-26.

## 2.0 Summary of Committee Roles

- 2.1 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.
- 2.1.1 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**
  - 2.2.1 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**

2.3.1 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**

2.4.1 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**

2.5.1 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**

2.6.1 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**

2.7.1 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.

## 3.0 **Terms of Reference**

## TRUST EXECUTIVE GROUP

Approved by Trust Executive Group	03 December 2025
Approved by Board of Directors	11 December 2025

# **TRUST EXECUTIVE GROUP**

## **Terms of Reference**

### **1.0 Constitution**

- 1.1 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 These Terms of Reference apply 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 reporting committee (see section 10).
- 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 strategic risks and the 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 & Chief Paramedic
  - Executive Director of Finance
  - Medical Director
  - Director of People and Organisational Development
  - Director of Strategy, Planning and Performance
  - Director of Corporate Services & Company Secretary
  - Chief Digital Information Officer

- Director of Fleet and Estates
- Associate Director of Communications and Community Engagement

4.2 The TEG Chair will be the Chief Executive.

4.3 The TEG Vice-Chair will be the Deputy Chief Executive & Chief Operating Officer.

4.4 In the absence of both the Chief Executive and the Deputy Chief Executive & Chief Operating Officer 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 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 five members are present.

6.2 At least two of the five voting Executive board members (as defined by the Trust's Standing Orders) must be present. These five roles are:

- Chief Executive
- Deputy Chief Executive & Chief Operating Officer
- Executive Director of Finance
- Executive Director of Quality & Chief Paramedic
- Medical Director

6.3 At least one of the following postholders must be present to ensure Executive-level representation of patient-facing functions:

- Deputy Chief Executive & Chief Operating Officer
- Executive Director of Quality & Chief Paramedic
- Medical Director

6.4 No decisions shall be taken by TEG unless a quorum is present.

6.5 TEG 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 An urgent decision be exercised by the Chair after having consulted with at least one other voting Executive Director. The exercise of such power by the Chair will be reported to the next formal meeting of TEG.
- 7.5 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.
- 7.6 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 corporate governance team.
- 7.7 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.
- 7.8 The corporate governance team 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 the agenda papers, preparing the minutes, and recording actions.
- 7.9 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, usually on an annual basis.

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 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
- Environmental Sustainability
- Workforce Planning

10.6 TEG may receive reporting and assurance with other relevant governance groups or processes, including:

- Performance Review Meetings

## **11.0 Monitoring and Review**

- 11.1 Other than in exceptional circumstances, 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.

## THE AUDIT AND RISK COMMITTEE

Reviewed by Committee	29 April 2025
Approved by Board of Directors	22 May 2025

# **THE AUDIT AND RISK COMMITTEE**

## **Terms of Reference**

### **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 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 scope of work. 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 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 organisation's 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 regulators, 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;
- Fitness for purpose of the Board Assurance Framework and the system of risk management in the organisation, the effectiveness of governance arrangements, and the appropriateness of evidence that shows how the organisation is fulfilling its regulatory requirements.
- 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;

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 or other appropriate means of internal control regarding 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 and Social Care's 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; Health and Safety Executive, 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 reports and assurance**

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.**

## **4.8 Counter Fraud**

### **4.8.1 The Committee will:**

- Satisfy itself that the organisation has adequate arrangements in place for counter fraud, bribery, and corruption, which meet the NHSCFA's standards, and shall review the quality of work in these areas
- With regards to the local counter fraud specialist, review, approve and monitor counter fraud work plans, receiving regular updates on counter fraud activity, monitor the implementation of action plans and discuss NHSCFA quality assessment reports.

## **4.9 System for Raising Concerns**

### **4.9.1 The Committee will:**

- Review the effectiveness of the arrangements in place for allowing staff (and contractors) to raise in confidence concerns about possible improprieties in any area of the organisation (financial, clinical, safety, or workforce matters) and ensure that any such concerns are investigate proportionately, independently, and in line with the relevant policies.

## **4.10 Regulatory Compliance: Governance**

### **4.10.1 The Committee will:**

- Review the organisation's reporting on compliance with the NHS provider license, NHS Code of Governance, and the fit and proper person test.
- Satisfy itself that the organisation's policies, systems, and processes for the management of conflicts (including gifts, hospitality, and bribery) are effective, including

receiving reports relating to non-compliance with the policy and procedures relating to conflicts of interest.

## **5.0 Relationships**

- 5.1 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.
- 5.2 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):
- 6.3 The Board of Directors will appoint the Chair and the Vice Chair of the Committee.
- 6.4 Other than in exceptional and temporary circumstances, neither the Deputy Trust Chair nor the Senior Independent Director shall be the Chair of the Audit and Risk Committee.

## **7.0 Attendees**

- 7.1 Attendees of meetings of the Committee will include:
- Executive Director of Finance
  - One other Director, appointed by the Board of Directors
  - Company Secretary, if not already covered by the above appointments
  - A representative of the internal auditors
  - A representative of the external auditors
  - The local counter fraud specialist
  - Up to one associate Non-Executive Director, nominated by the Board.
- 7.2 The Executive Director of Finance will be the Lead Director for the Committee.
- 7.3 The Chief Executive and any other Executive Director may be invited to attend meetings of the Committee 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 'weak' or 'limited assurance' the relevant Executive Director should assume that their attendance at the next meeting of the Committee is required.
- 7.5 The Chief Executive shall attend meetings of the Committee as required, for instance to discuss with the Committee the Annual Governance Statement and to review each year's draft internal audit plan and the draft annual accounts.
- 7.6 Other Non-Executive Directors and Associate Non-Executive Directors may attend meetings of the Committee at the discretion of the Chair, particularly where such a Non-

Executive Director is the Chair of another committee that provides assurance to the Audit and Risk Committee.

- 7.7 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.
- 7.8 Additional members of Trust staff or external attendees will be invited to attend as and when required to support the workings of the meeting.
- 7.9 An attendance record will be held for each meeting. The attendance record for each year will be published as part of the Trust's Annual Report and Accounts.

## **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 Accounts, Annual Report, and associated year-end documentation.
- 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 Lead Director will meet to agree the agenda for each meeting. The agenda will be based on the Committee's Annual Work Plan plus any agreed additional items that may arise.
- 9.5 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 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, who will normally be a member of the Trust's corporate governance team

(which fulfils the role of Trust secretariat). 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 the Lead Director.
- 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 Lead Director and then approved by the Committee Chair within 10 working days of the meeting.
- 9.11 An urgent decision be taken 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.
- 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. The Annual Governance Statement, as part of the Trust's 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 of the Trust 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 by the Company Secretary and by the Committee. Following its review, the Committee will recommend the Terms of Reference to the Board of Directors for approval.
- 11.2 The Committee will undertake an annual review of its performance. This will usually be via an externally facilitated self-assessment by its members. Any agreed improvement actions will be monitored by the Committee and reported to the Board of Directors.

## THE QUALITY COMMITTEE

Reviewed by Committee	17 April 2025
Approved by Board of Directors	

# THE QUALITY COMMITTEE

## Terms of Reference

### 1.0 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 3.3 below and the business plan workstreams aligned to this committee (see Appendix D).
- Has in place the appropriate plans, policies, systems, data, 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 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 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.
  - The effectiveness of the Trust's work on population health and health inequalities.
- 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 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 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, one of whom shall be the Chair and one of whom shall be the Vice-Chair
  - Executive Director of Quality and Chief Paramedic
  - Medical Director
- 4.3 The Board of Directors will appoint the Chair and Vice Chair of the Committee.
- 4.4 As per 4.2, the Chair and Vice Chair of the Committee will be Non-Executive Directors
- 4.5 The Lead Director for the Committee will be the Executive Director of Quality and Chief Paramedic.

#### **5.0 Committee Attendees**

- 5.1 Any additional members of Trust staff will be invited as and when required to support the work of the Committee.
- 5.2 Individuals from external organisations may be invited to attend as and when required to support the work of the Committee.
- 5.3 An attendance record will be held for each meeting. The attendance record for each year will be published as part of the Trust's Annual Report and Accounts.

## **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.
- 7.6 An urgent decision may be taken by the 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.
- 7.7 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.

## **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 (which fulfils the role of Trust secretariat). 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 ten days prior to the meeting. Agendas can only be amended by the agreement of the Committee Chair and Lead Director. On an exceptional basis, short-notice items may be accepted by the Chair as items of Any Other Business.
- 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.

## **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. 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.

## THE FINANCE AND PERFORMANCE COMMITTEE

Reviewed by Committee	25 March 2025
Approved by Board of Directors	

# **THE 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.

### **2.0 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 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 business plan priorities in respect of the remit of the Finance and Performance Committee, specifically those items set out at 3.3 below and the business plan workstreams aligned to this committee (see Appendix D).

- 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 and productivity initiatives.
  - 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, cyber security and information governance, fleet and estates.
  - Development and delivery of the Trust's business continuity and EPRR priorities, including seasonal plans.
  - Development and delivery of the Trust's plans and priorities relating to digital technology, data management, business intelligence, cyber security and information governance.
  - 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:

- Seek assurance regarding all types of risks identified in relation to its remit.
- Review the Board Assurance Framework strategic risks delegated to the Committee 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 or other appropriate governance body.
- 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 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 escalations or other outputs from the Trust's performance review and improvement process.
- Refer issues and concerns identified by the Trust's performance review and improvement process to the Board of Directors.
- Refer issues and concerns to other assurance committees, including the Trust Executive Group, for investigation and resolution.
- Request additional information or assurance from other committees.
- Escalate any other identified 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 one of whom shall be the Chair and one of whom shall be the Vice-Chair.
- The Executive Director of Finance, who will be the Executive Lead for the Committee.
- The Chief Operating Officer.

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

4.4 As per 4.2, the Chair and Vice Chair will be Non-Executive Directors.

#### **5.0 Committee Attendees**

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

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

5.3 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 (who must be either the Executive Director of Finance or the Chief Operating Officer).

- 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 Non-Executive Committee member and the Executive Director of Finance. 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.

## THE PEOPLE COMMITTEE

Reviewed by Committee	18 March 2025
Approved by Board of Directors	

# **THE 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:
- 3.2 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 the delivery of the Trust's strategic ambitions and business plan priorities in respect of the remit of 'Our People' and the remit of the People

Committee, specifically those items set out at 3.3 below and the business plan workstreams aligned to this committee (see Appendix D).

- 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.

3.3 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 NHS 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)
- Compliance with statutory and regulatory requirements relating to health and safety at work.
- Oversight of improvement plans or individual actions arising from internal or external assurance processes, including internal audit reviews and regulatory inspections (CQC, Ofsted)

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 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, of whom one shall be the Chair and one shall be the Vice-Chair
  - The Director of People and Organisational Development, who will be the Lead Director for the Committee.
  - The Chief Operating Officer.
- 4.3 The Board of Directors will appoint the Chair and Vice Chair of the Committee.
- 4.4 As per 4.2 above, the Chair and Vice Chair of the Committee will be Non-Executive Directors

#### **5.0 Committee Attendees**

- 5.1 Any additional members of Trust staff will be invited as and when required to support the work of the Committee.
- 5.2 Individuals from external organisations may be invited to attend as and when required to support the work of the Committee.
- 5.3 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 minimum of three Committee members present must include at least two Non-Executive Directors and either the Director of People and Organisational Development or the Chief Operating Officer.
- 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 at periodic intervals of broadly two months. By exception, and in the event of extraordinary circumstances, this number of meetings 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 ten 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 ten working days of the meeting.
- 8.10 An urgent decision be exercised by the Chair after having consulted with at least one other Non-Executive 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 only if there is quorum of responses in line with quoracy requirements, 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.

## THE REMUNERATION AND NOMINATIONS COMMITTEE

Reviewed by Committee	11 December 2025
Approved by Board of Directors	January 2026 tbc

# THE REMUNERATION AND NOMINATIONS 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 ('the Board') of the 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.
- 2.2 All members of Trust staff are directed to co-operate with any request made by the Committee.
- 2.3 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.
- 2.4 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.
- 2.5 The Committee has no executive powers other than those set out in these Terms of Reference.
- 2.6 The Committee is authorised to meet via a virtual / remote arrangement if it deems that necessary.
- 2.7 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:
  - Have oversight of the process for identifying suitable candidates to fill Executive Director and other senior leadership vacancies (e.g. Very Senior Manager roles) as required.
  - Review at appropriate intervals the structure, size, and composition required of Board roles and agree any changes.

- Ensure that the Trust maintains appropriate arrangements for succession planning in relation to senior leadership roles, particularly the Chief Executive and other Executive Director roles.
- Keep the leadership needs of the Trust at Executive level under review (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 an Executive Director 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 the Chief Executive, Executive Directors and other senior leadership roles as required.
- Receive reports on the performance of the Chief Executive, the Executive Directors and other senior leadership roles as required (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 Executive Directors, and other Very Senior Manager roles as required, 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 (other than the Company Secretary, whose appointment and dismissal is a matter reserved to the Board) role at any time, including the suspension or termination of service, subject to the provisions of law and their contract or service contract.
- Make recommendations to the Board, as required, regarding the appointment or dismissal of the Company Secretary.
- Where an Executive Director is to leave their post on terms outwith their contract of employment (e.g. not fulfilling their full notice period or working to materially reduced hours during their notice period), ensure that a risk assessment has been completed and approved by the Board.
- 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.
- Receive an annual report on the review and benchmarking of salaries for VSM roles, and approve recommendations regarding the salaries for VSM 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.)
- Unless otherwise received by the Board of Directors, receive assurance regarding the operation of the Fit and Proper Person Test framework within the Trust, including the completion of annual checks and the submission of the required annual return to NHS England.

### 3.4 Payments Outside of Contractual Obligations

3.4.1 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.
- Where required, ensure that an appropriate risk assessment has been completed and has been approved by the Board.
- 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
- All other Non-Executive Directors

4.2 The Trust Chair will be the Chair of the Committee.

4.3 The Deputy Trust Chair will be the Deputy Chair of the Committee.

4.4 In the absence of both the Trust Chair and the Deputy Trust Chair, the Senior Independent Director may act as Committee Chair.

## **5.0 Attendees**

5.1 Attendees will include:

- Associate Non-Executive Directors (where applicable)
- Chief Executive (except when they are under discussion or have an interest in an item under discussion)
- Director of People and Organisational Development (except when they are under discussion or have an interest in an item under discussion)
- Company Secretary (except when they are under discussion or have an interest in an item under discussion)

5.2 Additional Trust members of staff or external attendees 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 one of the Trust Chair, the Trust Deputy Chair or the Senior Independent Director.

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 recorded as minutes. 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 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.



## THE CHARITABLE FUNDS COMMITTEE

Reviewed by Committee	10 April 2025
Approved by Board of Directors	22 May 2025

# **THE 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).
- 1.2 The Yorkshire Ambulance Service Charity (the Charity) is a charitable trust with a single corporate trustee.
- 1.3 The Board of Directors of the Yorkshire Ambulance Service NHS Trust acts as the single corporate trustee of the Charity.
- 1.4 Collectively, all full voting members of the Board of Directors comprise the corporate trustee of the Charity. Individual members of the Board of Directors are not individual trustees of the Charity.

### **2.0 Authority**

- 2.1 The Committee is authorised by the Board of Directors to act within its terms of reference. The Committee has no powers other than those set out in these Terms of Reference.
- 2.2 The Committee is authorised to commit charitable fund resources.
- 2.3 The Committee is authorised to support and promote the fundraising activities of the Charity.
- 2.4 All members of Trust staff are directed to co-operate with relevant requests made by the Committee.
- 2.5 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.
- 2.6 The Committee is authorised to meet via a virtual/remote arrangement if it deems that to be necessary.

### **3.0 Purpose and Duties**

- 3.1 The Committee's purpose is to provide assurance to the Board of Directors as corporate trustee that the Trust's charitable activities are effective, fit for purpose, operate within the Charity's governance and control frameworks, and comply with charity law and regulations set by the Charity Commissioners for England and Wales.

### 3.2 The Committee is charged by the Board to:

- Oversee the delivery of the strategy for the charity, as approved by the Corporate Trustee.
- Oversee the formulation and delivery of policies that are required to be developed to support the effectiveness of the charity.
- Specifically, oversee the formulation and delivery of an investment policy for the Charity
- Specifically, oversee the formulation and delivery of policies for fundraising activities and for the use of charitable funds.
- Develop and recommend to the Board of Directors any policies for which approval may be a power reserved to the Corporate Trustee.
- Review quarterly updates and performance reports including the expenditure and investment decisions of funds and balances held.
- Oversee and advise on the running of major fundraising campaigns
- Support, guide, and encourage the fundraising activities of the Trust in support of the Charity
- Monitor fundraising income and other sources of charitable income.
- Oversee the system of administration, investment and financial management relating to all charitable funds held by the Charity.
- Ensure compliance with charity law and related legislation
- Ensure compliance with all relevant regulations, statutory frameworks, national policies and other relevant items of guidance and best practice as issued by the Charity Commissioners for England and Wales or any other relevant regulator or statutory body.
- Review the annual accounts and associated financial statement of the Charity, and recommend these to the Corporate Trustee for approval
- Review the annual report of the Charity, and recommend this to the Corporate Trustee for approval
- Review the work of other Committees within the Trust, whose work can provide relevant assurance to the Committee's own scope of work.
- Honour as far as practicably possible the wishes expressed by donors of unrestricted funds.

### 3.3 The Committee will receive assurance on the following:

- The development and implementation of adequate internal controls and procedures to ensure that powers are being exercised properly and prudently;
- The banking arrangements for the charitable funds, ensuring that these are kept entirely distinct from all of the Trust's other funds; and
- The management of separate current and deposit accounts, ensuring such arrangements are minimised consistent with meeting expenditure obligations.

## 4.0 Membership

### 4.1 The Committee membership will be

- 2 Non-Executive Directors (one of whom shall be the Committee Chair)
- The Executive Director of Finance, who shall be the Lead Director of the Committee
- One other Director of the Trust, to be nominated by the Board

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

## 5.0 Attendees

5.1 Attendees at Committee meetings will include:

- One Associate Non-Executive Director, nominated by the Board
- Company Secretary
- Associate Director of Communications and Community Engagement
- Head of YAS Charity

5.2 An appropriate finance representative will be regularly invited to attend Committee meetings.

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

5.4 An attendance record will be held for each meeting. The attendance record for each year will be published as part of the Trust's Annual Report and Accounts.

## 6.0 Quorum

6.1 The Committee will be deemed quorate with two members in attendance, comprising at least one Non-Executive Director 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, 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.

7.4 An urgent decision be taken 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.

7.5 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 (and, where appropriate to the Board of Directors as Corporate Trustee).

## **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 meetings of the Board of Directors as Corporate Trustee.
- 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 allow the Committee to discharge all of its responsibilities in a timely manner.
- 8.3 The Chair of the Committee and the Lead Director will meet to agree the agenda for each meeting and will be supported by either the Head of YAS Charity or the Associate Director of Communications and Community Engagement. The agenda will be based on the Committee's Annual Work Plan and any agreed additional items.
- 8.4 The Lead Director 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.
- 8.5 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 (which fulfils the role of Trust secretariat). The secretary will take minutes and clearly record actions.
- 8.7 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 the Lead Director.
- 8.8 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. Members and regular attendees of the Committee shall complete an annual declaration of interests, with support from the Trust's corporate governance team.
- 8.9 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**

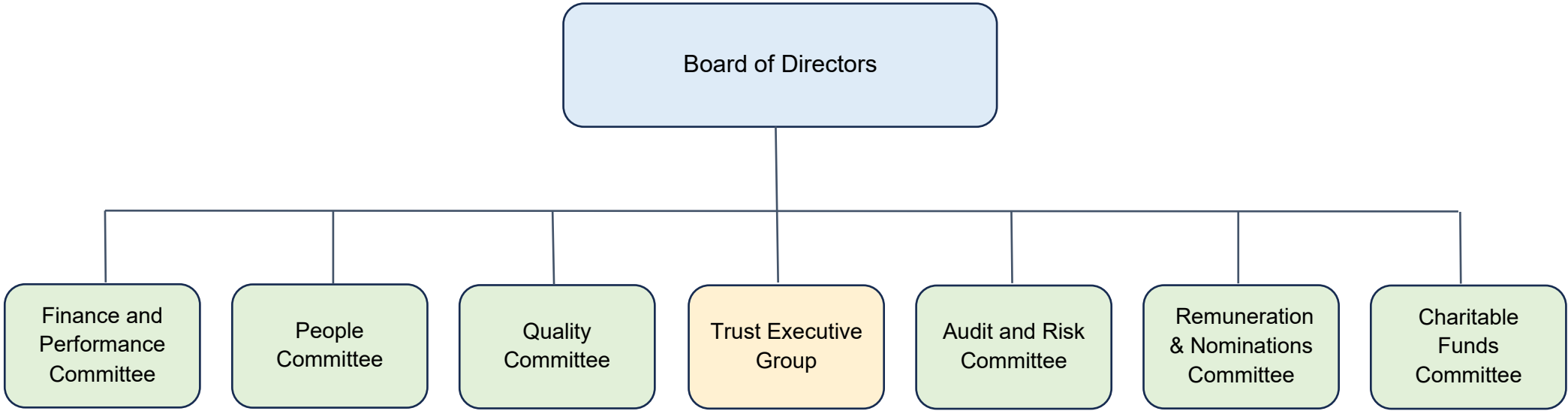
- 9.1 The Board of Directors as Corporate Trustee is responsible for directing the affairs of the Charity, through the Charitable Funds Committee, ensuring activities and funds are managed in accordance with relevant legislation, regulations and the specific charitable objects and trust deed. The Charity operates under the Corporate Trustee model and is bound by both charity law and by NHS legislation.
- 9.2 The Board of Directors as Corporate Trustee will approve the Charity strategy, upon recommendation by the Committee.

- 9.3 The Board of Directors as Corporate Trustee will approve the Charity's annual budget, upon recommendation by the Committee.
- 9.4 The Board of Directors as Corporate Trustee will approve the Charity's annual statement of accounts, upon recommendation by the Committee.
- 9.5 The Committee 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 Corporate Trustee with a periodic 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 a meeting of the Corporate Trustee.
- 9.6 The Committee will produce an annual report on its work and report this to the Board of Directors as Corporate Trustee. The Annual Report will 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.
- 9.7 The Committee Chair shall attend the Annual General Meeting of the Trust to respond to any stakeholder questions on the Committee's activities.
- 9.8 The Committee will share the annual report and accounts of the Charity with the Audit and Risk Committee of the Trust. This is to provide assurance to the Audit and Risk Committee regarding the system of governance, risk management and internal control in place in relation to the Charity and its use of resources. For avoidance of doubt, the Audit and Risk Committee of the Trust has no formal role in the approval of the annual report and accounts of the Charity.
- 9.9 The Committee may provide periodic assurance reports to the Audit and Risk Committee of the Trust as may be recommended by good practice guidance for NHS audit committees.
- 9.10 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.
- 9.11 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: COMMITTEE MEETING DATES 2025/26 (subject to change during the year)**

		COMMITTEE MEETINGS						
		Trust Executive	Audit and Risk	Quality	Finance and Performance	People	Remuneration and Nominations	Charitable Funds
2025	April	2 and 16	29	17	22			10
	May	7 and 21		15	20	06		
	June	4 and 18	24 (ARA)	12	19			
	July	2 and 16	22	15	21	08	24	
	August	6 and 20						07
	September	3 and 17		09	18	09	25	
	October	1 and 15		09	16			17
	November	5 and 19	11	13	20	18	27	
	December	3 and 17		18	18			
2026	January	7 and 21	13	15	22	20		08
	February	4 and 18		12	19			
	March	4 and 18		12	19	17	26	

Meeting dates correct as of 01 September 2025. Dates subject to change during the year.

## APPENDIX C: BOARD ASSURANCE FRAMEWORK RISKS: COMMITTEE OVERSIGHT

Bold Ambition	Strategic Risk Summary: 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	Deliver quality for patients	Quality
	4	Strengthen medicines management	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

Effective from 01 October 2025

## APPENDIX D: 2025/26 BUSINESS PLAN WORKSTREAMS – COMMITTEE OVERSIGHT

### OUR PATIENTS

#### Strategic Priority 1 - Improve 999 and 111 Call Centre Clinical Capacity, Triage, and Care Navigation:

YAS will implement NHS Pathways in our Emergency Operations Centre by December 2025. We will expand the multi-disciplinary clinical team to average 112 clinicians, continue integration of clinical assessment across 999 and 111 ahead of full integration in 2026/27, and increase Hear and Treat rates to 17.9% across 2025/26.

Business Plan Workstream	Assurance Committee	Executive Lead
NHS Pathways	Quality	Chief Operating Officer
Expand Remote Clinical Capacity	Quality	Chief Operating Officer
Remote Patient Care Integration	Quality	Chief Operating Officer

#### Strategic Priority 2 - Increase Productivity to Improve Ambulance Response Times:

YAS will improve ambulance response times for Category 2 patients to under 29 minutes. We will reduce ambulance crew unavailability, improve average crew clear time to 20 minutes by 1st November 2025 and optimise rest break arrangements.

Business Plan Workstream	Assurance Committee	Executive Lead
Clinical Response Model	Quality	Chief Operating Officer
<b>Increase Operational Productivity by:</b> <ul style="list-style-type: none"> <li>i. Improving Rest Break Arrangements to support high quality patient care and the welfare of staff</li> <li>ii. Managing Arrive to Handover (Transfer of Care)</li> <li>iii. Reducing Handover to Clear (Crew Clear)</li> </ul>	Finance and Performance	Chief Operating Officer
NHSE PTS Eligibility Criteria	Finance and Performance	Chief Operating Officer

**Strategic Priority 3 - Enhance Care Quality and Safety:**

YAS will deliver our Quality Account priorities - learning from patient incidents, clinical supervision and improving patient involvement. We will continue improvements in medicines governance to achieve over 90% compliance, expand the number of clinical audits, and deploy an iPad-based electronic patient record for all A&E crews by end March 2026.

Business Plan Workstream	Assurance Committee	Executive Lead
Clinical Audit and Effectiveness Plan	Quality	(Interim) Medical Director
Medicines Governance	Quality	(Interim) Medical Director
iPad-based ePR application	Finance and Performance	Deputy Chief Executive
Cyber resilience	Finance and Performance	Deputy Chief Executive
Complaint response time improvement	Quality	Executive Director of Quality and Chief Paramedic

**OUR PEOPLE****Strategic Priority 4 - Strengthen Workforce Resilience and Development:**

YAS will continue to support staff health, safety, and wellbeing, to improve retention and reduce sickness absence by 0.5%, with measurable improvements in National Staff Survey outcome scores.

Business Plan Workstream	Assurance Committee	Executive Lead
<b>Looking After Our People:</b> - Absence Reporting System - Reduce sickness absence and improve staff health and wellbeing	People	Director of People and Organisational Development
A&E Team-Based Working	People	Chief Operating Officer

**Strategic Priority 5 - Foster a Positive Organisational Culture:**

YAS will continue to implement the YAS Together organisational development programme, which will enable the delivery of the NHS People Promise. This will focus on leadership and career development, sexual safety, anti-racism, and ensuring reasonable adjustments.

Business Plan Workstream	Assurance Committee	Executive Lead
<b>Improving Organisational Culture through the YAS Together Programme by:</b> <ol style="list-style-type: none"> <li>Advancing Equality, Diversity, and Inclusion</li> <li>Fostering Sexual Safety</li> <li>Leadership Development</li> <li>Embedding the YAS Together Culture</li> </ol>	People	Director of People and Organisational Development

## OUR PARTNERS

### Strategic Priority 6 - Collaborate with System Partners to Co-ordinate Care Delivery:

YAS will work with Acute and Place partners to introduce the Transfer of Care protocol in all hospitals ahead of winter to reduce handover delays, and to increase patient referrals and acceptances to appropriate services and pathways from Remote Patient Care and crews on-scene, improving Hear and Treat rates to 17.9% and the ability to See and Treat.

Business Plan Workstream	Assurance Committee	Executive Lead
Maximising clinical pathway use in Remote Patient Care and for crews on scene.	Quality	Chief Operating Officer

### Strategic Priority 7 - Embed a Culture of Improvement Through Better Use of Data and Quality Improvement (QI):

YAS will ensure data-driven, intelligence-led decision-making, providing actionable insights to support continuous improvements.

Business Plan Workstream	Assurance Committee	Executive Lead
Develop data analytics and BI capabilities	Finance and Performance	Deputy Chief Executive

## OUR PLANET AND POUNDS

### Strategic Priority 8 - Ensure Sustainable, Effective and Efficient Use of Resources:

YAS will deliver a balanced, break-even financial plan, embed a culture of financial ownership to achieve 4.1% efficiencies, introduce 72 new Dual-Crewed Ambulances to replace older vehicles, and reduce fuel costs by 10% through implementing telematics across our fleet. We will fully implement the national PTS eligibility criteria by June.

Business Plan Workstream	Assurance Committee	Executive Lead
Deliver a balanced break-even financial plan	Finance and Performance	Executive Director of Finance
New ambulance station in Hull	Finance and Performance	Executive Director of Finance
Fleet optimisation	Finance and Performance	Executive Director of Finance
Regional long-term collaborative agreement for the Patient Transport Service.	Finance and Performance	Chief Operating Officer