

## Resources Committee – Terms of Reference

### 1. Purpose and role

- 1.1. The Board of Trustees of GambleAware ('the Charity') has established a Resources Committee ('the Committee') to support the Board in its assurance around the effective use of the Charity's funds and resources. The Committee will provide critical challenge, direction and advice; it will hold the Charity's management to account on the effective use of funds and resources and any related processes. The Committee may also derive additional authority to grant approvals and make decisions in accordance with any recorded delegation arrangement approved by the Board from time to time. The Committee will give direction on necessary corrective actions and agree timelines for completion of activities.
- 1.2. The Committee will act in pursuance of the Charity's charitable objectives. [GambleAware Charitable Objectives](#)
- 1.3. The Committee shall consider the effectiveness of its reporting processes, ensuring that the Board receives adequate and proportionate information to aid the Board's own decision-making and direction on strategy. The Committee will consider its reporting obligations in the context of the Board's agreed risk appetite and the Charity's Risk Management Policy.
- 1.4. All members of the Committee will lead by example in Committee activities, reflecting the Charity's commitment to an equal, diverse and inclusive environment.
- 1.5. The Committee will also actively consider any presented updates or materials relating to any group set up by the Charity to hear the opinions of those with lived experience of gambling harm.

### 2. Membership

### 2.1 **Members**

The members of the Committee shall be Trustees appointed by the Charity's Board of Trustees. The appointed Chair shall have appropriate experience of financial matters. The Committee shall comprise at least three Trustees, including the Chair.

### 2.2 **Attendees**

Officers of the Charity including the Chief Executive Officer, the Chief Commissioning Officer, the Chief Operations Officer, or other members of the Charity's Executive Leadership Team may be invited to attend any or all meetings but only Trustees will have decision-making authority and the right to vote. Internal and external auditors may also attend by invitation. The chair of the Charity's Board of Trustees may serve on the Committee.

### 2.3 **Observers**

All trustees who are not members of this Committee shall have the right to attend Committee meetings as observers and to see papers for the Committee upon request. Individuals may from time to time be invited to attend Committee meetings as observers. Observers will not have voting rights or decision-making authority.

### 2.4 **Appointments**

Appointments of Committee members shall be for a term of three years. No chair or Trustee may serve for more than two terms. At the end of the first term, a Trustee may offer themselves for re-election, which can be agreed by a majority of the Committee members. Trustees may only be Committee members while they are Trustees of the Board.

### 2.5 **Chair**

The Board shall appoint the Committee's Chair. In the absence of the Committee's Chair, the remaining Trustee Committee members present shall elect one of themselves to chair the meeting. The Chair of the Board may serve on the Committee.

## 3. **Secretary**

3.1 The Company Secretary of the Charity will be the secretary of the Committee.

## 4. **Quorum**

4.1 The quorum necessary for the transaction of business shall be two members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

## 5. **Meetings**

5.1 The Committee shall meet at least three times a year and otherwise as required. The frequency and timing of meetings may differ according to the needs of The Charity. Meetings may be held in person or via video communication, or a hybrid of the two.

## **6. Notice of meetings**

- 6.1. Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee Chair.
- 6.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the committee, any other person required to attend and all other trustees, no later than five working days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees, as appropriate, at the same time.

## **7. Minutes of meetings**

- 7.1. The Secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.
- 7.2. Draft minutes of committee meetings reviewed by the Chair shall be circulated to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board unless it would be inappropriate to do so.

## **8. Meetings of the Board**

- 8.1 The Committee Chair shall attend meetings of the Board to represent the committee's activities and to report matters which assist the Board in its provision of strategic and governance advice on matters of importance and priority to The Charity.

## **9. Authority**

- 9.1 The Committee is a non-executive committee of the Board and has no executive powers, other than those specifically delegated in these Terms of Reference.
- 9.2 The Committee is authorised by the Board to use its oversight role in relation to:
  - Implementing actions and incurring spend in accordance with any recorded delegation arrangement as agreed by the Board from time to time;
  - The active and planned use of resources;
  - The delivery of strategic operations;
  - Reviewing risks in accordance with the Risk Management Framework;
  - Seeking any information or explanations that it requires from any Charity employee;

- Obtaining independent legal or professional advice as necessary and proportionate;
- Seeking the attendance of persons with relevant experience and expertise at the Committee meetings as necessary.

## 10. Duties

The Committee shall carry out the following on behalf of the Board, as appropriate:

- 10.1. Hold management to account on the key deliverables relating to the use of resources;
- 10.2. Critically review the Charity's proposed budget plan for each financial year which shall be aligned to the Charity Objectives and strategic priorities and make recommendations to the Board prior to the budget being signed off;
- 10.3. Critically review and monitor management accounts at its meetings, considering significant variances against the budget, mitigation activity, required interim remedial action if appropriate, and report such actions regularly to the Board;
- 10.4. Scrutinise any other special strategic operations, including organisational and structural personnel and employer changes; cost reductions, change programmes and material projects if they are considered to pose a significant risk, either at its own volition or following a request from the Board;
- 10.5. Critically review performance against the Charity's key performance indicators, as well as any other relevant indicators relating to high priority or high-risk activities. Where appropriate, the Committee will implement and support impact and evaluation measures;
- 10.6. Review the Charity's policies as required by any documented policy review arrangement (as approved by the Board from time to time);
- 10.7. Monitor significant activity in relation to organisational structure, recruitment, employment, remuneration and other benefits, and performance management and oversee any activity designed to improve the Equality, Diversity and Inclusion practices within the Charity;
- 10.8. Monitor all significant activity in relation to property, information technology, data, capital expenditure, procurement and supply, and other such projects as they may arise;
- 10.9. Identify risks and gaps in control and assurance around the use of resources;

- 10.10. Monitor the resources to support any Charity advisory council, panel, board, or similar, set up to understand, and learn from, the opinions of those with lived experience of gambling harm.

## **11. Reporting responsibilities**

- 11.1. The Chair of the Committee shall provide updates to the Board as necessary following each Committee meeting and shall make whatever recommendations to the Board the Committee deems appropriate on any area.
- 11.2. The Committee will provide the Board with any documents or information for noting or approval as required by any delegation or powers reserved arrangement which may be agreed by the Board from time to time;
- 11.3. The Committee shall consider the effectiveness of its reporting processes, ensuring that the Board receives adequate and proportionate information to aid the Board in its focus on the higher risk and priority matters within the Committee's remit.

## **12. Other matters**

- 12.1. The Committee shall have access to sufficient resources to perform its duties.
- 12.2. The Committee shall arrange for an annual review of its own performance (by questionnaire or otherwise) and, at least every two years, review its terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.