

Make-A-Wish
UNITED KINGDOM

I wish to be Electroman

Felix, 7

fighting a rare blood disorder



Governance Handbook

Mission & Values

Our mission at Make-A-Wish[®] UK is to create life-changing wishes for children with critical illnesses.

To enable us to grant as many life-changing wishes as possible and to deliver the One True Wish of each child, we carry out a programme of fundraising. This is intended to generate enough funds to meet current demand and maintain appropriate cash reserves to cover future foreseeable needs.

Critical to our mission are the efforts of our volunteer force and the essential generosity of our donors. We strive to widen and deepen our relationship with both.

Between our establishment in 1986, and 2017, we have granted 12,018 wishes to UK children. We've hosted a further 1,555 children, from affiliate countries across the world, whose wishes involved a visit to the UK.

We have **four strategic goals** in place to help us deliver our mission:

- To grant a wish for every eligible child
- Every wish has more of an impact on the child and their family
- More people believing every (eligible) child needs a wish
- Accelerated, sustainable growth of income and resources

To do this we have a **shared set of values and behaviours** that will enable us to be the people and the charity that wish children need us to be. They lead the way in everything we do.

- **Child Focus** - Wish-children are at the centre of what we do and always come first
- **Integrity** - We are honest and treat everyone with respect
- **Excellence** - We care and have the ambition to be outstanding in all that we do
- **Community** - Collaboration with our #Wishmakers will help us achieve our goals
- **Inspiration** - Our creativity and passion are inspired by a child's imagination



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1 Introduction

Make-A-Wish UK (“MAW” or “the organisation”) is a company limited by guarantee and is regulated principally by the Charity Commission, the Companies Acts, the Fundraising Regulator and the Office of the Information Commissioner. The MAW board of directors (“the Board” or “the Trustees”) is ultimately responsible for MAW’s compliance with all applicable legal and regulatory requirements.

MAW also forms part of, and is licensed by, Make-A-Wish International[®], whose charitable purpose is to increase the opportunity for children of the world to realise their wish.

The conduct of the Board is governed by the Memorandum and Articles of Association (the “Articles”) of MAW. The Board is also responsible for the compliance of MAW with its licensing agreement and affiliate policies.

This Governance Handbook provides further guidance about the conduct of MAW within the above regulatory framework.

The Handbook is kept under review and updated to reflect changes in law, practice or policy – usually on an annual basis.



2 Role of the Board

The role of the Board is to provide strategic vision, direction and leadership to support the financial and operational stability needed to advance the MAW mission and promote its continued development and effectiveness.

2.1 The overall role of the Board includes:

- 2.1.1 Ensuring that MAW's charitable purposes are clearly established and regularly reviewed, that strategies are in place for them to be delivered effectively and sustainably, and that the charity's impact is regularly measured and evaluated.
- 2.1.2 Providing effective strategic leadership in line with the charity's purposes, mission and values.
- 2.1.3 Ensuring that the voice of MAW's key stakeholders, including wish children and their families, volunteers and donors, and employees, is heard and their advice listened to and learned from.
- 2.1.4 Ensuring there are proper arrangements for the appointment of the chief executive officer ("CEO"), setting the terms of the CEO's employment contract and objectives, evaluating the CEO's performance and where necessary terminating the CEO's employment.
- 2.1.5 Ensuring that the relationship between the Board and the CEO and senior management team ("SMT") balances support, scrutiny, and challenge and that the conditions are created in which staff and volunteers are confident and enabled to provide the information, advice and feedback necessary to the Board.
- 2.1.6 Ensuring the effectiveness and efficiency of the Board by appointing a Chair, managing succession, and recruiting Trustees with the necessary skillsets.
- 2.1.7 Ensuring the organisation upholds principles of equality and diversity in every activity, and that there are plans in place to achieve the Board's diversity objectives.
- 2.1.8 Ensuring that MAW adheres to the highest standards of ethical and corporate behaviour and that the charity's reputation is safeguarded and promoted, having regard to legal and non-binding rules and best practice.
- 2.1.9 Ensuring that decision-making processes are informed, rigorous and timely with an appropriate and effective delegation, control and risk management framework in place.
- 2.1.10 Achieving effective delegation by:
 - i. the regular review and approval of what matters are reserved for the Board and which can be delegated to the CEO and SMT
 - ii. ensuring that Board Committees have suitable terms of reference and membership
 - iii. reviewing all key policies regularly, including the policy around any use of third party suppliers and services



- 2.1.11 Ensuring the effective management and monitoring the performance of MAW by:
 - i. ensuring that operational plans and budgets are set in line with MAW's purposes and strategic goals
 - ii. agreeing with the CEO and SMT the information needed to assess delivery against agreed plans and timescales and reviewing on a timely basis
 - iii. scrutinising and supporting CEO and SMT performance and operational performance under that consistent framework
 - iv. committing to the open communication of MAW's performance including the annual publication of an Impact Report

- 2.1.12 Actively managing and mitigating the risks of MAW by:
 - i. ensuring an understanding and regular review of MAW's individual significant risks and their cumulative effect
 - ii. regularly reviewing the level of risk MAW is prepared to tolerate, maintaining an appropriate balance between prudence and over caution
 - iii. ensuring adequate processes for identifying, prioritising and managing risks including MAW's system of internal controls
 - iv. describing MAW's approach to risk in its Annual Report

- 2.1.13 Agreeing and overseeing an effective process for appointing and reviewing external auditors and examiners.

- 2.1.14 Ensuring that the charity is open in its work (unless there is a good reason not to be), transparent and accountable.

- 2.1.15 Establishing policies for strengthening the performance of MAW including ensuring that management is proactively seeking to build the organisation through innovation and technology while maintaining the highest standards of service quality and delivery.

- 2.1.16 Ensuring that MAW's resources (including financial assets) are managed responsibly and used only to support or carry out its purposes; that MAW is able to meet its debts and other obligations when they fall due; and that MAW financial statements are true and fair and conform with the law.

- 2.1.17 Determining how it will set the culture of the organisation, leading by example and ensuring that individuals representing the organisation in any capacity do so in a way that positively reflects the values of Make-A-Wish, and by doing so place wish children first.

- 2.2 The Board has responsibility for the overall strategic direction of MAW, in line with its mission and objectives, and in accordance with its legal and regulatory constraints, and for setting of the key objectives for achieving those aims. This overall policy framework and set of objectives is primarily contained within:
 - 2.2.1 A rolling 3-year strategic, operational and financial business plan ("Strategic Plan") for MAW derived annually from the Board's current Strategic Plan by the CEO for adoption by the Board.



- 2.2.2 An annual budget plan (“Budget”), drafted from the current Strategic Plan by the CEO and SMT for adoption by the Board at a suitable interval before the start of each financial year in order to ensure (i) that the charity’s aims, strategies, objectives (targets) and longer-term projections remain relevant to the contemporary operating conditions and (ii) to act as the primary benchmark against which MAW’s performance can be effectively monitored.
- 2.2.3 A half yearly reforecast drafted by the CEO for adoption by the Board in light of developments during the year.
- 2.3 In addition to Board and other meetings, the principal means whereby the Board monitors performance against the above framework is by a Monthly Management Report (“MMR”) circulated to the Board as soon as practicable following the end of the relevant month. Amongst other things, the MMR reports on monthly progress against the year’s Budget and comments on any major variances in outturn figures and their implications for future performance - mainly by reference to agreed Key Performance Indicators (“KPIs”) relating to fundraising, wishgranting, and financial performance.

Within the above overall strategic and financial framework it sets, the Board has delegated responsibility for day-to-day operation and administration of MAW to the CEO. The Board is responsible for periodically reviewing this overall policy framework, and the appropriateness of the MMR and KPI’s. The CEO is responsible for drawing to the attention of the Board any perceived need to update the framework from time-to-time.

- 2.3.1 The Board is committed to regular evaluation of the effectiveness and efficiency of its work and carries out an annual review thereof, including, every three years, assessing the requirement to engage an independent outside agency to undertake the evaluation.



3 Board Structure, Composition, and Term

- 3.1 The Articles provide for a quorum of four members at General Meetings. In general the Board will be between seven and twelve in number.

The composition of the Board will reflect the duties and responsibilities it has to discharge and perform in the interest of the stakeholders, in setting MAW strategy and seeing it is implemented. The Board will appoint a Chair to act as ‘first among equals’ and whose role is explained in section 5 below.

Trustees take collective responsibility for the decisions of the Board. The Board recognises, respects, and welcomes diverse, different and, at times, conflicting Trustees’ views. The Board is committed not to be unduly influenced by those who may have special interests, so that it collectively is independent in its decision making on behalf of MAW and its stakeholders.

The Board recognises the value of diversity (in all its forms) on the Board and in its Trustee recruitment process seeks to identify imbalances and gaps in expertise and experience to make sure that the Board best reflects the interests and needs of MAW’s stakeholders and charitable objectives, and of wider society. It is committed to removing or reducing practical obstacles to trusteeship in terms of accessibility of meetings and information flows; payment of reasonable expenses; and the recruitment process.

Responsibility for a systematic and transparent process for recruiting Trustees, and ensuring that there are plans in place to achieve the Board’s diversity objectives, is delegated to the Nomination and Remuneration Committee referenced in section 8 of this handbook.

The Board publishes an annual explanation of what steps it has taken to address the Board’s diversity and organisation’s leadership and explains which targets have not been met.

- 3.2 Generally, the qualifications for Board membership are:
- A commitment to the mission of MAW and a willingness to provide leadership to help MAW deliver its purposes most effectively for the public benefit
 - A commitment to the values of MAW
 - An understanding of their roles and legal responsibilities as Trustees
 - A commitment to good governance and a desire to contribute to MAW’s continued improvement
 - A willingness to challenge, and be challenged, in a constructive way
 - An ability to work cooperatively with others; a willingness to take time to understand each other’s motivations and to build trust within the Board
 - The ability, experience and intelligence to make effective business decisions and recommendations
 - A talent for contributing to creation of added value and an ability to see the wider picture
 - High ethical standards and sound practical sense



- 3.3 The Articles provide for a maximum term for Trustees of 9 years. In practice, unless special circumstances exist, the Board considers that it is appropriate for Trustees to serve a maximum of six years consisting of two consecutive 3 year terms.
- 3.4 After their initial 3 year term, the Trustee will resign and, if they so desire, offer themselves for re-election for a further three year term. Re-election will require the unanimous support of other Trustees.
- 3.5 If a Trustee wishes to resign from their position within their appointed term, they are required, other than in exceptional circumstances, to give no less than 3 months' notice.



4 Role of and Expectations of Trustees

- 4.1 Trustees must be independent, maintain their independence and tell the Board if they feel beholden to any interest. Trustees are expected always to demonstrate high standards of probity and to ensure that MAW operates responsibly and ethically, in line with its own values and those of the wider voluntary sector and public perception. The Board is aware of the importance of the public's confidence and trust in charities, and Trustees undertake their duties accordingly.

To meet their fiduciary duty to MAW, individual Trustees are responsible for understanding their financial, legal, ethical and constitutional obligations and should take appropriate steps to receive adequate induction and training to ensure they have such an understanding.

In general, Trustees are required to:

- Ensure MAW is carrying out its purposes for the benefit of the wish child and their family
- Comply with the MAW Articles, this Governance Handbook, and the law
- Act in the best interests of MAW
- Manage the resources of MAW responsibly
- Act with reasonable care and skill
- Ensure the charity is accountable

These requirements and their implications are elaborate on in the Charity Commission publication 'The Essential Trustee' which all Trustees are expected to have read, understood, and adopted.

- 4.2 As a member of the Board, each Trustee will be expected to:

- Understand, embrace and support the mission, and purpose of Make-A-Wish
- Embrace the values, behaviours of Make-A-Wish and be child focused at all times
- Complete the training and orientation required of Board members
- Devote sufficient time to MAW so that they carry out their responsibilities effectively. This includes:
 - using reasonable efforts to attend all Make-A-Wish Board meetings and other relevant meetings and, in any event, attend at least 75% of Board Meetings unless special circumstances apply
 - serving as required on a Board committee, advisory group, or other ad-hoc group
 - coming to Board and other meetings well prepared about the issues on the agenda and having read relevant papers
- Participate in discussions using their experience and influence constructively and collaboratively, giving due consideration and respect to others' viewpoints, whilst maintaining independence
- Make constructive suggestions, be prepared to challenge assumptions, ask probing questions and seek relevant answers
- Accept shared accountability for Board commitments and decisions



- Lend talents or expertise to MAW as otherwise reasonably needed. Seek to exercise good judgment, act with integrity, and respect confidentiality at all times
- Act as ambassadors for the organisation, representing MAW to individuals, the public and other organisations
- Look for opportunities to bring their relevant network to the organisation, in furtherance of MAW's objectives
- Commit to make an annual financial donation to MAW, in line with their own personal circumstances, maintaining MAW as a highest priority cause within their annual charitable spending plans
- Contribute to the organisation through participating in fundraising, supporting events, and/or volunteering
- Take part in wish visits that identify the 'One True Wish' of the child
- Exercise any other specific responsibilities delegated by the Board in good faith and to the best of their abilities.

Unless special circumstances apply, Trustees (other than the Chair) will normally be expected to serve on a maximum of one Board committee and [one] advisory group.

Trustees are primarily responsible for monitoring their own continued eligibility to act as a Trustee and their ability to carry out their responsibilities diligently and effectively. Trustee performance will also be monitored by the Chair and by the Nomination and Remuneration Committee.



5 Chair of the Board

The Chair, working with the Board, accepts responsibility for leading the governance of the organisation and ensuring its effectiveness.

The Chair is a Trustee elected by the Board who shares its collective responsibility and authority and in normal circumstances has no additional authority.

In exceptional circumstances, e.g. in relation to unforeseen urgent situations and emergencies, the Chair has delegated authority from the Board to take decisions on behalf of the Board between Board meetings. In these circumstances, the Chair will always consult with as many of the Trustees as practicable, and if impractical, ensure that they are fully informed about the action and the reasons for it immediately thereafter. Any decisions made in this manner will be formally discussed and, as appropriate, ratified at the next Board Meeting.

In addition to their normal responsibilities as Trustee, the Chair is responsible for:

- Helping plan and run Board meetings
- Taking the lead in ensuring that meetings are properly run and recorded
- Taking the lead in ensuring that Trustees comply with their duties and MAW is well governed
- Acting, alongside the CEO, as the primary spokesperson for MAW
- The management & development of the CEO

On behalf of the Board, the Chair acts as the reporting line manager for the CEO and is expected to meet with the CEO for briefing at suitable intervals between Board meetings.

The Chair is expected to develop additional familiarity with the affairs of MAW, to build a positive and constructive relationship with the CEO and SMT, and play a supportive role in the relationship with Make-A-Wish International.

The Chair will be expected to serve on all formal Board committees, but will not act as chair on any.

The term of the Chair will be the same as their Trustee term. The Chair is responsible for monitoring their continued ability to carry out their responsibilities diligently and effectively. Chair performance will also be monitored by the Trustees and by the Nomination and Remuneration Committee (for which purposes the Chair will excuse themselves from any relevant discussion).



6 Role of the CEO and delegated authority

The CEO is the senior executive of the organisation, appointed by the Board, and is accountable to the Board through the Chair. The CEO is accountable for the performance of MAW's paid staff and volunteer workforce and is ultimately responsible to the Board for the day-to-day leadership, operation and administration of all aspects of MAW's organisation.

The appointment, dismissal, and remuneration of the CEO are matters requiring Board approval. The Board has delegated to the Chair, acting as the CEO's direct line manager, and the Nominations and Remuneration Committee, the functional responsibility for the CEO's recruitment process, supervision, and appraisal.

For the efficient and effective management and proper operation of the charity, the CEO delegates at their discretion a number of their responsibilities to the SMT and other employees. This further delegation of responsibilities does not release the Chief Executive from overall responsibility to the Board.

Within the overall strategic and financial framework it sets (as set out in Section 2 of this handbook), the Board has delegated day-to-day responsibility for operation and administration of MAW to the CEO to manage the charity's activities for optimal performance; including the proper day-to-day use of the operational, budgetary, property, staffing and other resources of MAW.

A number of matters, principally major decisions relating to the variation of key objectives, strategy and leadership of MAW, or decisions on matters which lie outside the agreed Strategic Plan or Budget are reserved for the approval of the Board. These matters are set out in full in Appendix I.

The Board is responsible for periodically reviewing the appropriateness of the matters reserved for the Board. The CEO is responsible for drawing to the attention of the Board any perceived need to update the framework from time-to-time.



7 Board Process

7.1 Board Meetings

Meetings of the MAW Board, including the Annual General Meeting, are convened and conducted in accordance with the Articles of Association.

The Board meets 6 times each year, including a Strategy 'away day'. Further meetings may be required to be scheduled to accommodate areas that require urgent consideration or further deliberation.

7.2 Board Minutes

Minutes of the Board will record all formal resolutions and matters required by law.

Minutes will record accurately and concisely decisions and matters resolved by the Board.

Minutes will be prepared promptly after each meeting by the Nomination & Remuneration Committee Secretary and circulated to each Board member after initial review by the Chair and CEO.

7.3 Board Cycle & Calendar

The CEO, in conjunction with the Chair, will submit to the Board for approval and adoption a two-year annual forward calendar showing:

- Dates of Board meetings
- Dates of Board meetings at which additional time on other matters will be discussed including:
 - Annual accounts and audit
 - Risk management
 - Strategic Plan
 - Budget and reforecasts
 - Items required for consideration from all sub-committees and advisory groups
 - Standing items required to adhere to Governance
 - Other matters that impact on the strategic direction of MAW

7.4 Board Papers

The CEO in conjunction with the Board will agree on a standard format of presentation of Board papers.

Board papers will be distributed to Trustees no later than three working days prior to the meeting (other than where an extraordinary meeting of the Board has been called to address a matter of urgency).



8 Board Committees

- 8.1 The Board establishes such Board Committees as it considers necessary from time to time, to provide advice, manage process, and deliver more detailed scrutiny of certain areas than is feasible in the Board's programme.

Board Committees are non-executive except where defined tasks or authority are assigned. Meetings are scheduled so they can report to the Board in good time for its Board meetings; if no meetings have taken place this is also reported. Deliberations are recorded in the same concise format as the Board's minutes.

The remit, responsibilities and operation of Board Committees are governed by their respective terms of reference which are set out in Appendix III of this document and are also published on MAW's website. The Board periodically reviews these terms of reference to ensure their continued relevance.

- 8.2 The current Board Committees are as follows:

8.2.1 Finance & Performance Committee

The Finance and Performance Committee shall undertake and be responsible for monitoring the performance of the charity across a range of financial and non-financial KPIs in line with agreed strategy. The principle responsibilities include:

- i. Monitoring financial performance against Budget
- ii. Reviewing unbudgeted proposed expenditure
- iii. Reviewing balance sheet items, liquidity and financial investments
- iv. Reviewing internal controls and financial risk management systems
- v. Monitoring whistleblowing procedures
- vi. Managing the external audit process
- vii. Monitoring formal financial reporting procedures

8.2.2 Nomination & Remuneration Committee

The Nomination and Remuneration Committee supports the development of the Board, CEO and SMT as an effective team, equipped with the appropriate balance of skills, experience, characteristics and knowledge to provide effective leadership. This is achieved through recommendations and support on:

- i. Assessment of needs for Board, Trustees, CEO, and SMT
- ii. Recruitment management for Trustee, CEO and SMT roles
- iii. Ongoing evaluation and governance
- iv. Training & Development for Trustees, including orientation
- v. Succession Planning for Board and key staff



9 Advisory Groups

Advisory Groups are created by the Board to consider and provide advice on specialist areas and have no executive or spending powers. They are reviewed at regular intervals by the Board as part of its performance appraisal. Their duration may range from standing groups addressing key areas over several years, to short-lived task-and-finish groups dealing with specific topics.

Advisory Group meetings are scheduled so they can report to the Board in good time for its meetings; if no meetings have taken place this is also reported. Deliberations are recorded in the same concise format as the Board's minutes.

The remit, responsibilities and operation of Advisory Groups are governed by their respective terms of reference which are set out in Appendix IV of this document for the currently extant Advisory Groups.



Appendix I

MAW Scheme of Delegation

General

The Board of Trustees bears ultimate responsibility for the governance of MAW and for the actions of those managing the charity. In addition to relevant legislation and regulation, the Board will also be guided by the specific requirements and powers of its Articles.

Whilst the Board is ultimately responsible for the affairs of MAW, the Board has delegated day-to-day responsibility for operation and administration of MAW to the CEO to manage the charity's activities; except for the matters that are the sole preserve of the Board.

In turn, the CEO may delegate any of their powers to suitably qualified members of staff to perform specific duties. This further delegation of responsibilities does not release the CEO from overall responsibility to the Board.

The following is a schedule of the matters reserved for decision by the Board of Trustees of MAW. In certain instances, the Board will be assisted in its consideration of these matters by recommendations from its committees, whose responsibilities are defined in their respective Terms of Reference.

Matters Reserved for the Board

1. MAW Objectives and Policies
 - a. Approval of amendments to MAW's charitable purposes, mission, or objectives
 - b. Approval of amendments to MAW's Articles (subject to the approval of the Charity Commission)
 - c. Adoption and approval of amendments to Governance Handbook (including Scheme of Delegation and spending authorities)
 - d. Adoption and approval of amendments to MAW's investment policy, reserves policy, risk management policy, remuneration policy, financial reporting arrangements, and accounting policies or practices
 - e. Approval of other key organisational policies including:
 - i. Complaints or concerns in the public interest policy (Whistleblowing)
 - ii. Third party suppliers
 - iii. Health and safety
 - iv. Diversity
 - v. Expenses (incl. Trustee expenses)
 - vi. Gift acceptance
 - vii. Conflicts of interest
 - viii. Data protection
 - ix. Safeguarding children
 - x. Ethical



2. Board matters
 - a. Appointment and removal of Trustees
 - b. Appointment and removal of Chair
 - c. Constitution of Board Committees, Board Advisory Groups, Terms of Reference thereto, and amendment thereof
 - d. Appointment and removal of Trustees and other from Board Committees and Board Advisory Groups
 - e. Ratify any extraordinary decisions by the Chair
 - f. Require and receive the declaration of trustee interests that may conflict with those of MAW and determine the manner in which such conflicts will be managed

3. Strategic Plans and Budgets
 - a. Approval of the rolling 3 year Strategic Plan (including associated financials)
 - b. Approval of the annual operating plan, annual budget, mid-year revised budget, and any other exceptional re-forecast
 - c. Approval of key performance indicators
 - d. Approval of exceptional carry forward items from the previous financial year
 - e. Approval of any investment proposals / additional budget during the financial year, not included in 3b above

4. Monitoring
 - a. Receive and review such reports as the Board requires from Committees and individuals with regard to the use of delegated powers
 - b. Receive and review the monthly management report on the activities and financial performance of the charity pertaining to meeting the charity's goals and key performance indicators, including quality assurance, as agreed in the strategic and financial plan
 - c. Receive and review such other reports from the CEO, SMT and other members of staff regarding the activities of the charity as they require
 - d. Receive reports from Board Committees including minutes of their meetings and agree/amend/reject any recommendations presented to the Board

5. Employment and Pensions
 - a. Approval of Staff Handbook and amendments thereto from time to time
 - b. Agreement of level of senior appointment threshold ("SAT") from time to time and appointment of any role over the SAT
 - c. Appointment and termination of employment of CEO and SMT
 - d. Approval of pay and conditions for the CEO, SMT members and staff over the SAT
 - e. Approval of CEO budget for ad hoc salary increases and flexible working requests outside the budget cycle
 - f. Approval of any compromise agreement or severance payment
 - g. Approval of death in service if there are any transactions through the charity
 - h. Approval of changes to Pensions arrangements

6. Approval of items of income
 - a. Approval of any individual or company donation over £250k within a single financial year



7. Approval of items of expenditure
 - a. Approval of items of general expenditure not included in the annual Budget over the amount in the CEO's Contingency (see Appendix II)
 - b. Approval of prepayment of any expenditure item in years 2 and 3 of the rolling 3 year financial plan over £150k
 - c. Approval of items of capital expenditure outside the budget cycle over £25k per item
 - d. Approval of payments to or contracts with a Trustee for professional services
 - e. Approval of payments to or contracts with bodies or people connected with Trustees as disclosed in their Declaration of Interests or otherwise
8. Cash and Financial Management
 - a. Approval of disposal of assets exceeding £25k
 - b. Write-off exceeding £25k including but not limited to stock
 - c. Approval of opening new bank accounts
 - d. Appointment of Investment Managers – to be formally reviewed every 5 years
9. Offer of loans
 - a. Authorisation of any unsecured borrowing, including overdraft facilities
 - b. Authorisation of any secured borrowing and associated security
10. Accounts and Audit
 - a. The approval of the Annual Report and Accounts
 - b. The appointment and remuneration of the external auditor – to be formally reviewed every 5 years
 - c. Receive and note the annual management letter from the external auditor and agree the proposed course of action
 - d. Receive and note reports on audit matters from the F&PC and agree remedial action where appropriate
11. Legal Actions
 - a. Approval of the instigation of any legal action or contribution to the costs of a legal action where estimated legal costs exceed £20k, or the action could lead to damage to reputation
 - b. Acceptance of non-contractual liabilities exceeding £20k
 - c. Approval of ex gratia payments to settle claims on legacies (including where it is judged that they need to be reported to the Charity Commission) exceeding £20k
 - d. Approval of indemnities other than in the normal course of business exceeding £20k (includes indemnities to Executors of estates benefitting MAW)
 - e. The appointment of the legal advisers – to be formally reviewed every 5 years



Appendix II

Current Spending Authorities

1. In addition to the general authority to commit expenditure contemplated by the annual Budget the CEO has the following authority to approve items of general expenditure not included in the annual Budget (“CEO’s Contingency”) as follows:
 - i. Up to £25,000 for revenue and expense items where income generation therefrom will not meet an expected return on expenditure of 75% within the Budget year the expense is incurred
 - ii. Up to £50,000 for revenue and expense items where income generation therefrom will meet a minimum return on expenditure of 75% within the Budget year the expense is incurred
 - iii. Up to £25,000 for items of Capital Expenditure
2. In all cases of expenditure under 1. above the CEO should make reasonable efforts to inform the FPC of their intention to make such expenditure before it is incurred and seek their advice thereon.
3. SAT level is set at £50,000.



Appendix III

Make-A-Wish Foundation (the “Charity”) Finance and Performance Committee Terms of Reference

The revised terms of reference of the Financial and Performance Committee (“Committee”) are:

1. Membership

- 1.1. The Committee will have a minimum of five members and a maximum of six members, at least three of whom will be Trustees and one will be the Director of Finance.
- 1.2. The Chair of the Committee will be a Trustee and at least one of the Trustees will ideally be a qualified accountant with relevant experience.
- 1.3. The Committee will normally comprise
 - 1.3.1. Chair
 - 1.3.2. 2 to 3 x Trustees (including the Chair of the Board of Trustees)
 - 1.3.3. Director of Finance – Make-A-Wish
 - 1.3.4. Chief Executive – Make-A-Wish
- 1.4. The appointment of Trustees to the Committee will be by agreement between the Chair of the Board of Trustees and the Chair of the Committee and the Trustee to be appointed. The Board of Trustees will formally approve any appointment at the first subsequent Board meeting.
- 1.5. Unless otherwise agreed, a Trustee’s appointment to the Committee will run concurrently with his or her term of office as a Trustee of the Charity. A Trustee’s appointment as a member of the Committee shall automatically cease when he or she ceases to be a Trustee of the Charity.
- 1.6. Only members of the Committee have the right to attend Committee meetings. However, other individuals such as other Trustees, members of the Senior Management Team (“SMT”) or representatives of the finance function, and representatives from the Charity’s providers of finance or investment managers, may be invited to attend all or part of any meeting as appropriate.
- 1.7. The external auditors will be invited to attend meetings of the Committee on a regular basis.

2. Secretary

- 2.1. The Director of Finance shall act as the secretary of the Committee (“Secretary”).



3. Quorum

3.1. The quorum necessary for the transaction of business shall be three, two of whom must be Trustees of the Charity. 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.

4. Meetings

4.1. The Committee will meet face to face at least four times a year at appropriate times in the reporting, budgeting, and audit cycle.

4.2. The Committee will convene (either face to face or conference call) at least every other month to discuss Charity performance.

4.3. In a month where there is a Board meeting the Committee will aim to convene two weeks before the Board meeting.

4.4. Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of any of its members or at the request of the external auditors if they consider it necessary.

4.5. Unless otherwise agreed, notice of each meeting confirming the format, venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend, no later than three weeks before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, no later than three working days before the date of the meeting.

5. Minutes of Meetings

5.1. The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including reporting the names of those present and in attendance

5.2. Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all members of the Board

6. Duties and responsibilities

The Committee shall undertake and be responsible for monitoring the performance of the charity across a range of financial and non-financial KPIs in line with agreed strategy.



6.1. Budgeting and financial monitoring

The Committee shall:

- 6.1.1. Review the annual budget and operational plan prepared by the SMT and advise the Board on their adoption
- 6.1.2. Review the management accounts and monitor performance against the financial and resource objectives approved in the operational plan and budget including wish delivery performance
- 6.1.3. On at least an annual basis, review a benchmarking of performance across a range of KPIs against the Charity's affiliates and other comparable charities where adequate information is available
- 6.1.4. Review performance against the approved strategy and make recommendations to the Board in light of that review

6.2. Reviewing un-budgeted proposed expenditure.

The Committee shall:

- 6.2.1. Review and make recommendations to the Board where proposed unbudgeted expenditure exceeds the delegated authority provided to the CEO
- 6.2.2. Review and make recommendations to the CEO and SMT where un-budgeted proposed expenditure exceeds £25,000 but otherwise remains within the delegated authority provided to the CEO

The Director of Finance will maintain a record of all such un-budgeted expenditure and where the cumulative expenditure in one fiscal year will exceed the delegated authority given to the CEO, the Committee shall review the proposed expenditure and make recommendations to the Board

6.3. Balance Sheet, Treasury, Long Term Investments and pension scheme

The Committee shall:

- 6.3.1. On at least a quarterly basis review the balance sheet (including reserves) and cash position
- 6.3.2. In line with the delegated authority set out in the formal Investment Policy, approve the placement of funds on fixed deposit which are in excess of liquidity management, but exclude long term investments
- 6.3.3. On a quarterly basis, review any reports provided by the investment managers on the performance of the investment portfolio and, as required, but at least on an annual basis, liaise with the investment managers to discuss performance and investment strategy



- 6.3.4. Regularly keep under review the reserves policy and investment policy (as set out in the Investment Policy) and make recommendations to the Board accordingly
- 6.3.5. Monitor the performance of the investment managers and make recommendations to the Board accordingly
- 6.3.6. Annually review the performance and management of the pension scheme; review and advise the Board of changes in Pension legislation; and make recommendations to the Board.

6.4. Internal Controls and Risk Management Systems

The Committee shall:

- 6.4.1. keep under review the effectiveness of the internal controls and risk management systems
- 6.4.2. review and approve any statements to be included in the Annual Report concerning internal controls and risk management
- 6.4.3. review the procedures for detecting fraud

6.5. Whistleblowing

- 6.5.1. The Committee shall review the Charity's arrangements for its employees to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action.

6.6. Audit

The Committee shall:

- 6.6.1. Consider and make recommendations to the Board in relation to the appointment, re-appointment and removal of the external auditors. The Committee shall oversee the selection process for new auditors and if an auditor resigns shall investigate the issues leading to this and make appropriate recommendations to the Board
- 6.6.2. Meet regularly with the auditor, including at least one meeting (or part-meeting) annually in the absence of any paid member of staff
- 6.6.3. Review and approve the annual audit plan and review the effectiveness of the audit
- 6.6.4. Review any representation letter and make recommendations to the Board for its approval
- 6.6.5. Review the management letter and management's response to the auditor's findings and recommendations



6.6.6. Approve the audit fee

6.6.7. Assess annually the auditor's independence and objectivity

6.7. Financial reporting

6.7.1. The Committee shall monitor the integrity of the annual financial statements of the Charity and any other formal announcement relating to its financial performance, reviewing significant financial reporting issues and judgments which they contain

6.7.2. The Committee shall review and challenge where necessary, taking into account the views of the external auditor where appropriate:

6.7.2.1. the consistency of, and any changes to, accounting policies on a year on year basis, monitoring against charity commission or other regulatory changes

6.7.2.2. the methods used to account for significant or unusual transactions where different approaches are possible, and whether the Charity has followed appropriate accounting standards and made appropriate estimates and judgments

6.7.2.3. the consistency of the financial statements with financial information reviewed by the Committee during the year

6.7.2.4. the level and clarity of disclosure in the Charity's financial statements, taking appropriate account of charity governance code guidelines

6.7.2.5. all material information presented with the financial statements, such as the operating and financial review and Charity governance statements

6.7.3. The Committee shall report its findings to the Board and shall make a recommendation concerning the annual report and financial statements to the Board for its approval.

Other

6.7.4. The Committee shall assess the performance of the Committee once a year and agree any actions arising

6.7.5. The Committee shall periodically consider the appropriateness of the Committee's Terms of Reference and advise the Board on any changes for approval

6.8. Reporting Responsibilities

6.8.1. The Director of Finance will update the Board on the activities of the Committee at the next Board meeting following the Committee meeting

6.8.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where approval, action, or improvement is needed



6.8.3. Any approvals granted by the Committee will be reported to the Board and any matters requiring formal approval will be presented for approval.

7. Authority

7.1. In the exercise of the powers delegated to it by the Board the Committee shall conform to any regulations and financial limits within which it is required to operate.

7.2. The Committee shall have access to sufficient resources in order to carry out its duties, including appropriate support from the Charity SMT and employees.

7.3. The Committee has the delegated authority from the Board to make the following decisions:

7.3.1. Approval of placement of funds in excess of liquidity requirements onto fixed term deposit

7.3.2. Approval of the audit fee and audit planning letter



Make-A-Wish Foundation (the “Charity”) Nomination and Remuneration Committee Terms of Reference

The terms of reference of the Nomination and Remuneration Committee (“Committee”) are:

1. Membership

- 1.1. The Committee will have a minimum of five members and a maximum of six members, at least three of whom will be Trustees and one will be the Director of HR & Volunteering.
- 1.2. The Chair of the Committee will be a Trustee
- 1.3. The Committee will normally comprise
 - 1.3.1. Chair
 - 1.3.2. 3 x Trustees (including the Chair of the Board of Trustees)
 - 1.3.3. Director of HR & Volunteering – Make-A-Wish
 - 1.3.4. Chief Executive – Make-A-Wish
- 1.4. The appointment of Trustees to the Committee will be by agreement between the Chair of the Board of Trustees and the Chair of the Committee and the Trustee to be appointed. The Board of Trustees will formally approve any appointment at the first subsequent Board meeting.
- 1.5. Unless otherwise agreed, a Trustee’s appointment to the Committee will run concurrently with his or her term of office as a Trustee of the Charity. A Trustee’s appointment as a member of the Committee shall automatically cease when he or she ceases to be a Trustee of the Charity.
- 1.6. Only members of the Committee have the right to attend Committee meetings. However, Trustees may attend on request in an observer capacity. Members of the Senior Management Team (“SMT”) may be invited to attend all or part of any meeting as appropriate.

2. Secretary

- 2.1. The Director of HR & Volunteering shall act as the secretary of the Committee (“Secretary”).

3. Quorum

- 3.1. The quorum necessary for the transaction of business shall be three, two of whom must be Trustees of the Charity. 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.



4. Meetings

- 4.1. The Committee will meet face to face or conference call at least four times a year at appropriate times aligned to the governance and reporting cycle.
- 4.2. The Committee will convene (either face to face or conference call) as required to address exceptional events.
- 4.3. In a month where there is a Board meeting the Committee will aim to convene one week before the Board meeting.
- 4.4. Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of any of its members.
- 4.5. Unless otherwise agreed, notice of each meeting confirming the format, venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend, no later than three 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.

5. Minutes of Meetings

- 5.1. The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including reporting the names of those present and in attendance.
- 5.2. Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all members of the Board.

6. Duties and responsibilities

The Nomination and Remuneration Committee supports the development of the Board, CEO and SMT as an effective team, equipped with the appropriate balance of skills, experience, characteristics and knowledge to provide effective leadership.

This is achieved through recommendations and support on –

- vi. Assessment of needs
- vii. Recruitment management
- viii. Ongoing evaluation and governance
- ix. Training & Development
- x. Succession Planning



6.1. Assessment of needs

The Committee shall:

- 6.1.1. Prior to initiating recruitment activity, evaluate the balance of skills, knowledge, experience and diversity on the board and members of the SMT, and, in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment. In doing so –
 - i. consider candidates from a wide range of backgrounds
 - ii. consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the board, including gender, taking care that appointees have enough time available to devote to the position
 - iii. use open advertising or the services of external advisers to facilitate the search
- 6.1.2. On at least an annual basis, review a benchmarking of performance across a range of KPIs against the Charity's affiliates and other comparable charities where adequate information is available
- 6.1.3. Review performance, structure and requirements against the approved strategy and make recommendations to the Board in light of that review
- 6.1.4. Keep under review the leadership needs of the organisation, Trustee, CEO and SMT members, with a view to ensuring the continued ability of the organisation to effectively deliver the strategic plan
- 6.1.5. Make recommendations for Board approval on the overall reward strategy for Make-A-Wish aligned to the people requirements of the strategic plan
- 6.1.6. Make recommendations to the Board on remuneration for the CEO, SMT members and for any senior appointment above £50,000 per annum
- 6.1.7. Detail all initiatives in place to promote diversity in board and SMT appointments

6.2. Recruitment management

The Committee shall:

- 6.2.1. Build and maintain the formal, rigorous and transparent procedure to select new trustees, CEO or SMT members for consideration by the board
- 6.2.2. Build the profile of requirements for future candidates against the role profile and skills/experience matrix
- 6.2.3. Be responsible for identifying the approach to search and source candidates, including the consideration and management of unsolicited interest
- 6.2.4. Manage the formal selection process for candidates, to include screening, application review, assessment and referencing



- 6.2.5. Be responsible for nominating for the approval of the board, candidates to fill board, CEO and SMT vacancies ensuring all skills and experience are aligned with strategic needs
- 6.2.6. For the appointment of a chairman, the committee should prepare a job specification, including the time commitment expected. A proposed chairman's other significant commitments should be disclosed to the board before appointment and any changes to the chairman's commitments should be reported to the board as they arise
- 6.2.7. For the re-appointment of any trustee at the conclusion of their specified term of office give due regard to their performance and ability to continue to contribute to the board in the light of the knowledge, skills and experience required, and prepare this for board consideration

6.3. Ongoing evaluation and governance

The Committee shall:

- 6.3.1. Manage and review the results of the annual board performance evaluation process that relate to the composition and responsibilities of the board, making recommendations for improvement
- 6.3.2. Review annually the time required from trustees
- 6.3.3. Evaluate and monitor governance structures and processes, including policy development and processes for Board, Scheme of delegation, Committee and Advisory Group monitoring and meetings
- 6.3.4. Review any matters relating to the continuation in office of any trustee at any time
- 6.3.5. Monitor the Group's compliance with corporate governance guidelines; advise the Board periodically on significant developments in the law and practice such as the principles of the Good Governance Code, and recommend to the Board such changes or additional action as are deemed necessary
- 6.3.6. Manage any matters relating to the continuation in office of any trustee, the CEO or SMT member at any time including the suspension or termination of service as an employee subject to the provisions of the law and their service contract
- 6.3.7. Support the CEO in process and decisions relating to conduct or performance of any member of the SMT
- 6.3.8. Ensure all Governance guidelines and Terms of Reference are current and published on the Charity website
- 6.3.9. Maintain and manage a record of Board biographies, trustee' relevant skills and competencies



6.3.10. Assess the requirement every three years to engage a third party to undertake an external evaluation of Governance and Board effectiveness. Recommendations from any external evaluation are not intended to be binding on the Board but are required to be reviewed and considered as part of the Board's due diligence

6.3.11. Manage the following responsibilities in support of Board Governance through the Committee Secretary in conjunction with the Company Secretary-

- i. Ensuring that minutes of Board meetings are recorded in such a way as to reflect their legal relevance (including ensuring Minutes of Board Committee meetings are available to the Board)
- ii. Ensuring the governance requirements of MAW are met
- iii. Manage the process for declaration of interests
- iv. Convening and coordinating the Annual General Meeting
- v. Administration of appointment and resignation of Directors
- vi. Implementing amendments to the Memorandum and Articles of Association
- vii. Contribution to the Annual Report / Review process
- viii. Responding to queries from members

6.4. Training & Development

The Committee shall:

6.4.1. Ensure that on appointment to the board, trustees receive a structured induction and formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings. New Board members will have the benefit of an induction program aimed at deepening their understanding of MAW, its operations, culture and environment. As part of the program, new Board members will receive essential Board and company information and meet key senior management

6.4.2. Ensure that on appointment as CEO, a structured induction is in place

6.4.3. Plan training and development of the Board related to governance roles and responsibilities and with respect to bridging Board knowledge



6.5. Succession planning

The Committee shall:

- 6.5.1. Give full consideration to succession planning for Trustees, CEO, SMT members and other roles considered critical, taking into account the challenges and opportunities facing the charity, and the skills and expertise needed at the Board and in senior appointments in the future and having regard to length of service and expected date on which existing Trustees will conclude their term of office
- 6.5.2. Conduct exit interviews when trustees and SMT members leave
- 6.5.3. Make recommendations regarding replacement, appointment and election of trustees based on succession strategies and planning.
- 6.5.4. Details all initiatives in place to promote diversity in board and senior appointments based on succession strategies.
- 6.5.5. Build and review contingency plans to deal with sudden and unexpected changes.

6.6. Other

- 6.6.1. The Committee shall assess the performance of the Committee once a year and agree any actions arising
- 6.6.2. The Committee shall periodically consider the appropriateness of the Committee's Terms of Reference and advise the Board on any changes for approval

6.7. Reporting Responsibilities

- 6.7.1. The Director of HR & Volunteering will update the Board on the activities of the Committee at the next Board meeting following the Committee meeting
- 6.7.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where approval, action, or improvement is needed
- 6.7.3. Any approvals granted by the Committee will be reported to the Board and any matters requiring formal approval will be presented for approval

7. Authority

7.1 In the exercise of the powers delegated to it by the Board the Committee shall conform to any regulations and financial limits within which it is required to operate

7.2 The Committee shall have access to sufficient resources in order to carry out its duties, including appropriate support from the Charity SMT and employees.



Appendix IV

Make-A-Wish Fundraising and Marketing Advisory Group

Purpose

The purpose of the Fundraising Advisory Group is to add value to the thinking of the SMT and make recommendations to the board of trustees relating to Make-A-Wish's fundraising efforts

Membership

- 2/3 Trustees
- Director of Fundraising and Marketing
- Other professionals to join as stimulus for discussion, particularly around horizon scanning and long term strategy (aim for twice a year)
- To be joined by CEO or other Directors as appropriate

Commitment

- Director of FR&M & 2/3 Trustees to meet x4pa (a minimum of 2 to be face to face)
- Schedule to be approx. 4 weeks prior to board meetings

Responsibilities

- To help identify and prioritise opportunities to grow income in line with a balanced and sustainable fundraising portfolio
- To future-proof our fundraising strategy, developing our mid to long term thinking
- To assess ongoing fundraising performance
- To support with challenges and areas of development
- To review, challenge and support the development of cases for investment or divestment
- To provide access or help make approaches to resources and/or contacts
- To act as a conduit between the FR&M Director and the board, updating and making recommendations



Make-A-Wish Wishgranting Advisory Group

Purpose

The purpose of the Wishgranting Advisory Group is to inform decisions made by the Senior Management Team and make recommendations to the board of trustees relating to the reach and impact of wishes.

Membership

2 Trustees

Director of Wishgranting

Chief Medical Advisor

Professionals with

- Psychological expertise
- Child insight
- Experience of working with children with life threatening conditions
- Volunteer representatives

To be joined by CEO or other Directors as appropriate

Meetings

- Director of Wishgranting, 2 Trustees & Professionals to meet four times per annum
- Chief Medical Adviser to attend all Wishgranting Advisory Group meetings and the annual Strategy 'away day'
- Director of Wishgranting to lead and co-ordinate all activity with professionals as appropriate

High Level Duties & Responsibilities

- To identify and prioritise opportunities to meet objectives in priority areas:
 - Growth of wishes granted
 - The Impact of wishes for the child
 - Implementation and assessment of the Wish Journey
- To develop cases for investment or divestment
- To access resources and/or contacts
- To help define, measure and maximize impact
- To help develop the capability of Make-A-Wish to design and grant impactful wishes
- To support Make-A-Wish in achieving its goals by offering expertise and insight, enabling more children to realise the full impact of the wish journey
- To make recommendations to the board

