

I wish to be a firefighter

Elliott, 8
genetic condition

UPDATED JANUARY 2026

Governance Handbook

Make-A-Wish
UNITED KINGDOM

Make-A-Wish UNITED KINGDOM

Governance Handbook

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Charity Registration No. (England and Wales) 295672 / (Scotland) SC037479
Company Registration No. 2031836

Registered with FUNDRAISING REGULATOR

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Mission and values

Our purpose

Together, we create joy, happiness and magical memories through life-changing wishes for children with critical illnesses. Our vision is to create a wish for every eligible child.

Our values

Be magical - We believe in the dreams of every child and young person. We inspire hope and courage to search for rainbows and reach for the stars. We build excitement, invent, create and do things that have never been done before.

Be inclusive - We are one community united in our ambition to bring lasting impact to every child and young person and their families. We stay true to who we are, stand up for what we believe in, and our differences are celebrated.

Be inspiring - We are dedicated, creative, kind and caring. We earn the trust of our wish children, their families, the communities in which we operate and our supporters. We consider the impact of our actions on others.

Our behaviours

Integrity

Acting with honesty, transparency and consistency in all interactions.

Key behaviours:

1. Acts with honest and transparency in all interactions.
2. Upholds ethical standards even when under pressure.
3. Treat others with respect and fairness.
4. Makes decisions that reflect the best interest of those who we serve.

Collaboration

Working together across teams and disciplines to achieve shared goals.

Key behaviours:

1. Builds strong relationships across teams and roles.
2. Listens actively and communicates clearly.
3. Resolves conflicts constructively and respectfully.
4. Adapts to team needs and supports collective outcomes.

Accountability

Taking ownership of actions, decisions, and outcomes.

Key behaviours:

1. Follows through on commitments and responsibilities.
2. Owns mistakes and learns from them.
3. Seeks feedback and uses it to improve.
4. Maintains focus on outcomes that support our mission.

Resilience

Maintaining a positive and adaptable mindset in the face of challenges.

Key behaviours

1. Responds positively to setbacks and change.
2. Maintains composure and focus under pressure.
3. Seeks solutions and support when facing difficulties.
4. Uses challenges as opportunities for growth.

Empowerment

Enabling others to grow, take initiative, and lead with confidence.

Key behaviours:

1. Creates space for others to share ideas and perspectives.
2. Encourages autonomy and confidence in others.
3. Values diversity and authenticity.
4. Supports informed and inclusive decision-making.

Our goals

1. Our wishes create joyful memories that have an enduring impact
    - The wish journey creates a lifetime of memories that improve wellbeing.
2. Our community will create an accessible wish experience for every child
    - Every child has equal access to a wish
    - Our communities create wish experiences for children and their families
3. We will increase our capability to deliver our goals

- Our people are equipped, representative and empowered
- Our processes and systems enable what we do and keep our stakeholders safe

4. We will grow our income and awareness
   - Our income and networks are built in a sustainable way
   - The brand will be relevant to all as more people understand the difference wishes make.

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. Trustees are also the only members of Make-A-Wish UK.

Responsibilities of the trustees also extend to the governance of Make-A-Wish Promotions, a trading subsidiary whose purpose is to provide funds into the charity. At the time of the publication of this handbook, we are seeking to appoint an independent director to assist with the governance of this subsidiary in line with Charity Commission guidelines.

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

The Handbook is kept under review and updated annually to reflect changes in law, practice or policy.

1. 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.

1.1. The overall role of the Board includes:

1.1.1. 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.

1.1.2. Providing effective strategic leadership in line with the charity's purposes, mission and values.

1.1.3. 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.

1.1.4. 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.

1.1.5. Ensuring that the relationship between the Board and the CEO and senior management team ("SLT") 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.

1.1.6. Ensuring the effectiveness and efficiency of the Board by appointing a Chair, managing succession, and recruiting Trustees with the necessary skillsets.

1.1.7. Ensuring the organisation upholds principles of equality and diversity in every activity, and that there are plans in place to achieve outcomes in line with the Board's EDI Charter.

1.1.8. 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 Charity Commission regulations, guidance and best practice

1.1.9. Ensuring that decision-making processes are informed, rigorous and timely with an appropriate and effective delegation, control and risk management framework in place.

1.1.10. 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 SLT

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

1.1.11. 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 SLT the information needed to assess delivery against agreed plans and timescales and reviewing on a timely basis

iii. scrutinising and supporting CEO and SLT 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

1.1.12. Actively managing and mitigating the risks of MAW by:

i. ensuring an understanding and regular review of MAW's strategic risks

ii. regularly reviewing MAW's risk appetite, maintaining an appropriate balance between prudence and overcaution

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

v. agreeing and overseeing an effective process for appointing and reviewing external auditors and examiners.

1.1.13. Ensuring that the charity is open in its work (unless there are justifiable grounds not to be), transparent and accountable.

1.1.14. 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.

1.1.15. 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.

1.1.16. 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, particularly in being a child led organisation.

1.2. 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:

1.2.1. 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.

1.2.2. An annual budget plan ("Budget"), drafted from the current Strategic Plan by the CEO and SLT 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.

1.2.3. Any reforecasts required in light of developments during the year, drafted by the CEO for adoption by the Board.

1.3. In addition to Board and other meetings, the principal means whereby the Board monitors performance against the above framework is by a quarterly Management Report ("QMR") circulated to the Board as soon as practicable following the end of the relevant month. Amongst other things, the QMR 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, wish-granting, and financial performance. Within the above overall strategic and financial framework which 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 the 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.

1.3.1. 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.

2. Board structure, composition, and term

2.1. 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 must 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' with a role as 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 its Equality Diversity and Inclusion Charter and an annual explanation of what steps it has taken to embed this in delivery of the Board's strategy and the effectiveness of those steps.

2.2. 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

2.3. 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.

2.4. After their initial three-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.

2.5. 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.

3. Role of and expectations of trustees

3.1. Trustees must be independent, maintain their independence and inform the Board of any potential or actual conflict of 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 elaborated on in the Charity Commission publication 'The Essential Trustee' which all Trustees are expected to have read, understood, and adopted.

3.2. As a member of the Board, each Trustee will be expected to:

- Embrace the values and behaviours of the Make-A-Wish community, ensuring we are child led at all times and using the values to guide decision making and help create a culture aligned with our mission.
- 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 for the full duration unless special circumstances apply
- Prepare for Board and other meetings thoroughly in order to contribute to informed discussion of the issues on the agenda

- Engage constructively in Board discussion, listening to and respecting the view of others, seeking to achieve consensus where possible and, regardless of personal views, accepting shared accountability for Board commitments and decisions
- Take responsibility for learning about how MAW works, including through taking part in wish visits and engaging with community volunteers, so that contributions are well informed by a good understanding of the business
- Act as an ambassador for MAW, promoting awareness of its work and of the benefits for children, encouraging potential supporters and looking for opportunities to bring their relevant networks to help the charity
- Support the organisation through participation in fundraising, events, volunteering and/or donations in line with their personal circumstances.
- Use their specific expertise to contribute to the work of at least one Committee or Advisory Group or another ad-hoc group

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.

4. 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:

- Planning Board meetings in consultation with the CEO
- 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
- Taking the lead in reviewing the performance of individual trustees annually, taking into account feedback from other trustees and the Executive
- Acting, alongside the CEO, as the primary spokesperson for MAW
- The management and 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 SLT and play a supportive role in the relationship with Make-A-Wish International. The Chair may 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 be reviewed as part of the annual review of board effectiveness unless a Vice Chair is in place in which case they will coordinate the process (see 6. below).

5. Role of Vice Chair

5.1. One of the trustees may be nominated by the Nomination and Remuneration Committee to serve as Vice Chair. The functions of the Vice Chair are to assist the Chair in the management of the board, to provide support for the Chair in the delivery of their objectives and to act as a sounding board for the Chair and as necessary for the CEO, SLT and other trustees in their relationship with the Chair. The Vice Chair will be a member of the Nomination and Remuneration Committee.

If a Vice Chair is in place they will agree objectives for the Chair with the Chair and coordinate an annual evaluation process, gathering feedback from other members of the Board and SLT. The objectives and evaluation of performance will be agreed by the Nomination and Remuneration Committee and recommended to the Board for approval.

6. Role of the CEO and delegated authority

6.1. 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 SLT 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 (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 are convened and conducted in accordance with the Articles of Association.
- The Board meets 4 times each year to fulfil its formal governance functions. In addition, a Strategy 'awayday' and a Board development session will take place each year to provide opportunities for broader strategic issues and to undertake activities to improve the effectiveness of the Board. 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 Secretary and circulated to each Board member after initial review by the Chair and CEO.

7.3. Board Cycle and Calendar

- The CEO in conjunction with the Chair will submit to the Board for approval and adoption an annual forward calendar showing:
- Dates of Board meetings

A schedule of business to be considered at meetings including:

- Annual accounts and audit
- Risk management
- Strategic Plan
- Budget and reforecasts

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. Finance and Performance Committee

The Finance and Performance Committee is responsible on behalf of the Board for monitoring the performance of the charity across a range of financial and non-financial KPIs in line with agreed strategy. The principal responsibilities include financial planning and budgeting, audit, controls, policies and management of investments

8.3. Nomination and Remuneration Committee

The Nomination and Remuneration Committee supports the development of the Board, CEO and SLT as an effective team, equipped with the appropriate balance of skills, experience, characteristics and knowledge to provide effective leadership for MAW. The principal responsibilities include oversight of recruitment, development, salaries and succession planning in relation to the Board, CEO and the senior management team. The Committee also considers the governance of the organisation commissioning reviews and evaluation of its effectiveness as appropriate.

8.4. Innovation and Growth Committee

The Innovation and Growth Committee's responsibilities are to advise on and monitor on behalf of the Board the performance of the charity in the delivery of its wish growth plans and progress on its diversity, equity and inclusion objectives as relates to the children and families we reach."

9. Advisory groups

Advisory Groups are created by the Board to provide the Executive with access to expertise and advice on specialist areas from a combination of trustees and external stakeholders in a way that can strengthen strategic discussions. 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:

- Income and Engagement Advisory Group
- Wish Advisory Group
- Digital Advisory Group
- STARboard, our Children and Young Person's Advisory Board who represent our wish children and help Make-A-Wish to achieve its ambition to be a child led organisation.

Appendices

1. MAW Scheme of delegation

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 as listed in section 1.2 Board Matters.

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.

1.1. MAW Objectives and Policies

i. Approval of amendments to MAW's charitable purposes, mission, or objectives

ii. Approval of amendments to MAW's Articles (subject to the approval of the Charity Commission)

iii. Adoption and approval of amendments to Governance Handbook (including Scheme of Delegation and spending authorities)

iv. 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

v. Approval of other key organisational policies on the recommendation of the Nominations and Remuneration Committee or Finance and Performance Committee

1.2. Board matters

i. Appointment and removal of Trustees

ii. Appointment and removal of Chair

iii. Constitution of Board Committees, Board Advisory Groups, Terms of Reference thereto, and amendment thereof

iv. Appointment and removal of Trustees and other from Board Committees and Board Advisory Groups

v. Ratify any extraordinary decisions by the Chair

vi. Require and receive the declaration of trustee interests that may conflict with those of MAW and determine the way such conflicts will be managed

1.3. Strategic Plans and Budgets

i. Approval of the rolling 5-year Strategic Plan (including associated financials)

ii. Approval of the annual operating plan, annual budget, mid-year forecast, and any other exceptional re-forecast.

iii. Approval of key performance indicators

iv. Approval of exceptional carry forward items from the previous financial year

v. Approval of any investment proposals / additional budget during the financial year, not included in 13.ii. above

1.4. Monitoring

i. 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. Both the KPI report and financial reports will be added to the Trustee Hub.

ii. Receive reports from Board Committees and agree/amend/reject any recommendations presented to the Board

iii. Receive and review such reports as the Board requires from Committees and individuals with regard to the use of delegated powers

iv. Receive and review such other reports from the CEO, SLT and other members of staff regarding the activities of the charity as they require

1.5. Employment and Pensions

Following recommendations from the Nominations and Remuneration Committee:

i. Agreement of level of senior appointment threshold ("SAT") from time to time and appointment of any role over the SAT

ii. Appointment and termination of employment of CEO and SLT

iii. Approval of pay and conditions for the CEO, SLT members and staff over the SAT

iv. Approval of any compromise agreement or severance payment for SLT or above £50K

v. Approval of changes to Pensions arrangements

1.6. Approval of items of income

i. Approval of any individual or company donation over £250k within a single financial year.

1.7. Approval of items of expenditure

i. Approval of items of general expenditure not included in the annual Budget over the amount in the CEO's Contingency (see Appendix II)

ii. Approval of prepayment of any expenditure item in years 2 and 3 of the rolling 3-year financial plan over £150k

iii. Approval of items of capital expenditure outside the budget cycle over £50k per item

iv. Approval of payments to or contracts with a Trustee for professional services

v. Approval of payments to or contracts with bodies or people connected with Trustees as disclosed in their Declaration of Interests or otherwise

1.8. Cash and Financial Management

i. Approval of disposal of assets, exceeding £50k NBV.

ii. Write-off exceeding £50k including but not limited to stock

iii. Approval of opening new bank accounts

iv. Appointment of Investment Managers – to be formally reviewed every 5 years

1.9. Offer of loans

i. Authorisation of any unsecured borrowing, including overdraft facilities

ii. Authorisation of any secured borrowing and associated security

1.10. Accounts and Audit

i. The approval of the Annual Report and Accounts

ii. The appointment and remuneration of the external auditor – to be formally reviewed every 5 years

iii. Receive and note the annual management letter from the external auditor and agree the proposed course of action

iv. Receive and note reports on audit matters from the F&PC and agree remedial action where appropriate

1.11. Legal Actions

i. 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

ii. Acceptance of non-contractual liabilities exceeding £20k excluding settlement agreements as per 1.5.v. above.

iii. 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

iv. Approval of indemnities other than in the normal course of business exceeding £20k (includes indemnities to Executors of estates benefitting MAKE-A-WISH UK)

v. The appointment of the legal advisers – to be formally reviewed every 5 years

2. Current spending authorities

2.1. 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 £50K 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 £200K 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 £50K for items of Capital Expenditure

2.2. 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.

2.3. SAT level is set at £85K.

3. Board Committee Terms of Reference

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 two and a maximum of six members, at least two of whom will be Trustees. Providing effective strategic leadership in line with the charity's purposes, mission and values.

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). In addition, the Director of Finance and Chief Executive of Make-A-Wish shall attend all meetings of the committee, unless in exceptional circumstances.

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 Leadership Team ("SLT") 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 Governance Officer shall act as the secretary of the Committee ("Secretary").

3. Quorum

3.1. The quorum necessary for the transaction of business shall be two 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 in a video or conference call at least four times a year at appropriate times in the reporting, budgeting, and audit cycle.

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

4.3. 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.

4.4. 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 reviewed by the Finance Director and circulated promptly to the Chair of F&PC for approval. Once agreed, they will circulated to all members of the Committee and stored in the Trustee Hub for oversight by 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 SLT 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 fund raising and 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 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 SLT where un-budgeted proposed expenditure exceeds £100K 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. All reports will be added to the Trustee Hub with the latest report being shared with the F&PC papers.

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.

6.8. Other

6.8.1. The Committee shall assess the performance of the Committee every 3 years, or as requested by Nomination and Remuneration Committee and agree any actions arising.

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

6.9. Reporting Responsibilities

6.9.1. The Chair of the Committee will update the Board on the activities of the Committee at the next Board meeting following the Committee meeting.

6.9.2. 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.

6.9.3. 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 to carry out its duties, including appropriate support from the Charity SLT 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.

1.27.3 Approval of the sale / purchase of investments. Any sale or purchase over £250k will be promptly notified to the board.

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 two members and a maximum of six members, at least two of whom will be Trustees

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. 2 to 3 x Trustees (including the Chair of the Board of Trustees)

In addition, the Chief Executive of Make-A-Wish shall attend all meetings of the committee, unless in exceptional circumstances.

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 Leadership Team ("SLT") may be invited to attend all or part of any meeting as appropriate.

2. Secretary

2.1. The Governance Officer will act as the secretary of the Committee ("Secretary").

3. Quorum

3.1. The quorum necessary for the transaction of business shall be two 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 at least 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 approved by the chair and circulated promptly to all members of the Committee and once agreed, be available to all members of the Board in the Trustee Hub.

6. Duties and responsibilities

The Nomination and Remuneration Committee supports the development of the Board, CEO and Head of People 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:

- Assessment of leadership needs and recruitment management for Board and SLT
- Overview of our People through the People Dashboard?
- Equality, Diversity and Inclusion
- Organisational Development and training
- Oversight and ongoing evaluation of governance effectiveness

Will nominate an interim chair in the event of the Chair becoming unexpectedly unavailable for an extended period.

The Committee shall:

6.1.1. Keep under review the leadership needs of the organisation, Trustee, CEO and SLT members, with a view to ensuring the continued ability of MAKE-A-WISH UK to effectively deliver the strategic plan.

6.1.2. Build and maintain the formal, rigorous and transparent procedure to select new trustees, CEO or SLT members for consideration by the board.

6.1.3. Prior to initiating recruitment activity, evaluate the balance of skills, knowledge, experience and diversity on the board and members of the SLT, and, in the light of this evaluation build the profile of requirements for future candidates

6.1.4. Be responsible for identifying the approach to search and source candidates, including the consideration and management of unsolicited interest.

6.1.5. Manage the formal selection process for candidates, in consultation with STARboard to ensure the voice of the child informs decision making.

6.1.6. Be responsible for nominating for the approval of the board, candidates to fill board, CEO and SLT vacancies ensuring all skills and experience are aligned with strategic needs.

6.1.7. For the appointment of a chair, the committee should prepare a job specification, including the time commitment expected. A proposed chair's other significant commitments should be disclosed to the board before appointment and any changes to the chair's commitments should be reported to the board as they arise.

6.1.8. 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.

6.1.9. Consider feedback from exit interviews when trustees and SLT members leave

6.1.10. Make recommendations to the Board on remuneration for the CEO, SLT members and for any senior appointment or salary above £75,000 per annum.

7. Equality, Diversity and Inclusion

The Committee shall:

7.1.1. Review the plans proposed by the Chief Executive to deliver the organisation's Equality, Diversity and Inclusion Charter

7.1.2. On at least an annual basis, review a benchmarking of performance across a range of KPIs to measure progress on equality, diversity and inclusion against the Charity's affiliates and other comparable charities

7.1.3. Ensure that Board and SLT appointments deliver a leadership team which is increasingly more representative of the communities served by the charity

8. Organisational Development and Training the Committee shall:

8.1.1. Ensure that on appointment to the board, trustees receive a 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 a structured induction program aimed at deepening their understanding of MAKE-A-WISH UK, 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.

8.1.2. Following induction trustees will agree individual objectives with the Chair which will be reviewed annually and inform the Committee's recommendations to the Board concerning trustees offering themselves for reappointment

8.1.3. Ensure that on appointment of a new CEO, a structured induction is in place

8.1.4. Plan training and development of the Board related to governance roles and responsibilities and to improve Board knowledge and effectiveness

8.1.5. Make recommendations for Board approval on the people requirements of the strategic plan. This includes considering the effectiveness of the approaches to recruitment, deployment, support and reward of all MAKE-A-WISH UK people.

9. Oversight and ongoing evaluation of governance effectiveness

The Committee shall:

9.1.1. 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.

9.1.2. Evaluate and monitor governance structures and processes, including the role and effectiveness of Committees and Advisory groups and recommend any required changes to the governance handbook.

9.1.3. Monitor the charity'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.

9.1.4. Manage any matters relating to the continuation in office of any trustee, the CEO or SLT 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.

9.1.5. Support the CEO in process and decisions relating to conduct or performance of any member of the SLT. Ensure all Governance guidelines and Terms of Reference are current and published on the Charity website.

9.1.6. Maintain and manage a record of Board biographies and a matrix of trustee' relevant skills and competencies.

9.1.7. 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.

9.1.8. Oversee the following responsibilities in support of Board Governance 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 Make-A-Wish UK 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

10. Other

10.1. The Committee shall assess the performance of the Committee every three years and agree any actions arising.

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

11. Reporting Responsibilities

11.1. The Chair of the Committee will update the Board on the activities of the Committee at the next Board meeting following the Committee meeting.

11.2. 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.

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

12. Authority

12.1. 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.

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

Make-A-Wish Foundation (the "Charity") Innovation and Growth Committee's Terms of Reference

Purpose and approach

The purpose of the Innovation and Growth Committee is to undertake and be responsible on behalf of the Board for monitoring the performance of the charity in the delivery of its wish growth plans inclusive of progress against its diversity, equity and inclusion objectives as relates to the children and families within the communities we reach.

The goal of the Committee is to support Make-A-Wish UK in developing scalable models of wish delivery, in pursuit of its mission to reach every eligible child and to operate to the highest standards in terms of equity, diversity and inclusion in wish delivery. In pursuit of these objectives the Committee will, among other things:

- **Monitor progress:** review and provide in-depth updates on progress of wish growth plans and of pilots for scalable models of delivery, closely monitor pursuit of KPIs (and review goal 2 risks as proposed in the MAW Risk Policy). Reports will be submitted no less than 5 working days before the meeting of the Committee as a pre-read
- **Iterate strategy:** knowing that MAW has a long way to go to reach every child the Committee will work with the MAW Director of Operations to help iterate on growth strategies which meet both scale as well as DEI objectives.
- **Celebrate and facilitate learning and success:** acting as a space for celebration and elevation of critical staff efforts in pursuit of growth plans inclusive of Community and DEI elements. Coach and support staff, providing access to outside support/mentorship and development for senior staff within the directorate as well as introductions and direct assistance on our two agreed responsibilities.
- **Report back to the full board:** updating on progress made in MAW's community, wish growth and DEI objectives relating to wish children and families supported.

1. Membership

1.1 The Committee will have a minimum of two members and a maximum of six members, at least two of whom will be Trustees

1.2 The Chair of the Committee will be a Trustee

1.3. The Committee will normally comprise

1.3.1 Trustee Chair

1.3.2 2 to 3 Trustees

Individuals invited by the chair of the committee to bring specialist knowledge and to advise, mentor and support our staff team. Members of voluntary organisations

with knowledge and networks within communities where MAW needs to improve its reach may also be invited to join the committee

In addition, the Director of Operations of Make-A-Wish shall attend all meetings of the committee, unless in exceptional circumstances.

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.

2. Secretary

2.1. The Governance Officer will act as the secretary of the Committee ("Secretary").

3. Quorum

3.1. The quorum necessary for the transaction of business shall be two 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 at least 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.1.13 Minutes of Committee meetings shall be approved by the chair and circulated promptly to all members of the Committee and once agreed, be available to all members of the Board in the Trustee Hub.

6. Other

6.1. The Committee shall assess the performance of the Committee every 3 years, or as requested by Nomination and Remuneration Committee and agree any actions arising.

4. Advisory Groups

Make-A-Wish Income and Engagement Advisory Group

1. Purpose

The purpose of the Income and Engagement Advisory Group is to support the development of a 3 – 5 year integrated income and engagement strategy.

2. Membership

- Director of Income and Engagement (Chair)
- 2 Trustees
- Additional invited advisors with specialist expertise in fundraising and brand
- To be joined by CEO or other Directors as appropriate

3. Meetings

The group will meet 4 times per annum

Schedule to be aligned to board meetings and key planning deadlines, including the 5-year strategy review process

4. Responsibilities

To use skills and experience of members and their networks to:

- develop strategic options and evaluation process
- agree an appropriate strategy aligned to organisational need

To consult /advise on operational implementation of integrated fundraising, communications and marketing plans

To use networks to introduce prospects, partners and influence on specific activity

To support the Board and Finance and Performance Committee in making decisions regarding investment

To evaluate performance against agreed KPIs aligned to the successful implementation of the strategic plan

Make-A-Wish Wish Advisory Group

1. Purpose

The purpose of the Wish Advisory Group is to inform decisions made by the SLT and make recommendations to the board of trustees relating to the reach and impact of wishes.

2. Membership

- 2 Trustees
- Director of Operations
- Professionals (including Chief Medical Advisor) 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

3. Meetings

- Director of Operations and 2 Trustees to meet x4pa (face to face or by video or conference call) approx. 4 weeks prior to board meetings
- Director of Operations and Professionals to meet as and when appropriate (a max of x4 pa)
- Chief Medical Adviser to attend 2 of the trustee meetings pa
- Director of Operations to facilitate attendance of trustees in meetings with professionals as appropriate

4. Responsibilities

- To identify and prioritise opportunities to meet objectives in priority areas:
- Growth of wishes granted
- Impact of wishes
- Implementation of wish journey
- To assess ongoing Wishgranting performance
    - Equity, diversity and inclusion as they pertain access to wishes, available wish types and wish experience.

- To develop cases for investment or divestment
- To access resources and/or contacts
- To help define impact
- To help measure impact
- To help maximise impact
- To help develop the capability of Make-A-Wish to design and grant impactful wishes
- To make recommendations to the board

STARboard

1. Purpose

By 2021, Make-A-Wish UK's ambition is to become a child-led organisation. To enable us to achieve this we need to include children in our decision-making processes which will be achieved through, but not limited to, STARboard our Children and Young Person's Advisory Board (CYP Board). STARboard is a team of children and young people who represent our wish children across the United Kingdom. They will work closely with staff and volunteers to enable Make-A-Wish to achieve its vision and mission.

2. Membership

- Children and young people who have had a wish granted by the charity within the last 2 years
- Members will serve on STARboard for 3 years
- At least 2 Make-A-Wish representatives (at least 1 member of staff) will attend each meeting to provide a supportive role to enable the STARboard to be as effective as possible.

STARboard members' families will be invited to join in at the last meeting of the year to see a presentation of the work STARboard have completed throughout the year, which will also be shared with the Board

3. Commitments

STARboard will meet at 3 times a year face to face over a weekend (one day and one evening) or via an electronic method.

Each STARboard member is required to attend 2 out of 3 meetings in person unless there are exceptional circumstances and will also be expected to dedicate time in between meetings to complete various tasks including helping to write posts for social media

A minimum of 6 STARboard members should attend each meeting. When this isn't possible, the meeting will be rescheduled in order to ensure as many areas of the UK are represented as possible.

Minutes will be circulated after every meeting, and if a young person is unable to attend for any reason a follow up phone call/Skype session will be arranged with the CYP Board Coordinator to discuss the outcomes of the meeting

4. Responsibilities

4.1. Representing the voice of wish children and their families, helping Make-A-Wish UK to improve the impact of wish journeys

4.2. Representing Make-A-Wish UK, including at local and regional fundraising, corporate and special events, as well as public speaking at various events and interviews with the media.

4.3. Helping with wish child engagement post-wish, including helping to set up an alumni group.

4.4. Supporting Make-A-Wish staff and volunteers to recruit children for the younger STARboard in the future.

Make-A-Wish Digital Advisory Group

1. Purpose

The purpose of the Digital Advisory Group is to support Make-A-Wish UK with all aspects of digital thinking. The DAG will bring together a volunteer network of experts who can advise, mentor and support our digital ambitions.

2. Membership

A network of expert volunteers will be created to support our digital ambitions, focused on ensuring Make-A-Wish remain relevant and up to date with changes in the digital landscape and supporting ideas and working sessions with our team on specific areas of interest that we are exploring or working on.

3. Meeting facilitation

Will be provided by the Director of Operations in partnership with colleagues with specific areas of interest under exploration.

Groups will meet as often as is required to support the team in their work.

Expected commitment is 2 meetings of a group, the first an open ideas session for volunteers and colleagues to learn and explore a topic in an informal way. The second a follow up specific session tailored to the use case for Make-A-Wish where volunteers and colleagues leading or working on an initiative can access subject matter experts in an advisory capacity.

Where appropriate NDA's will be put in place and summaries of the discussions will be shared with the Digital Board lead for inclusion at the next Board meeting.

4. Responsibilities

This group is not a decision making or oversight body, its purpose is to facilitate thinking and if relevant mentoring or specific support to Make-A-Wish team members, relevant and up.