

The Edinburgh Trust Committee (“the Committee”)

Terms of Reference

June 2022

1. Purpose

- 1.1. The Committee advises the Board of Trustees of Turn2us (“the Charity”) about the operation of the restricted fund known as the Edinburgh Trust (“the Trust”).

2. Authority

- 2.1. The Trustees of the Charity are solely responsible for the governance of the Trust and ensuring that all activities of and distributions from the Trust are charitable.
- 2.2. The Committee is a Committee of the Board of Trustees of the Charity and acts under its instructions, policies, in accordance with the Charity’s Articles of Association and with the Deed of Appointment between City of Edinburgh Council and the Charity dated 11 July 2011.
- 2.3. The Committee reports to the Board as outlined in these terms of reference.

3. Tasks and Responsibilities

3.1. The Committee will:

- Advise on the operation of the Trust.
- Oversee the performance of the Trust, and the implementation of the Trust’s strategic plan, as determined by the Board.
- Monitor and evaluate the outcomes and impact of existing programmes and make recommendations to the Board where appropriate.
- Assisted by the local knowledge and expertise of committee members, make recommendations to the Board for the approval of new programmes and initiatives.
- Initiate and guide programme evaluations.
- Conduct regular reviews of the Trust’s strategy and policies.

4. Powers

4.1. The Committee may:

- make recommendations to the Board on proposals requiring Board approval relating to the Trust;
- seek external consultancy advice that is within the financial authorisation limits set down by the Board and within the approved budget.

5. Membership of the Committee

5.1. The Committee will comprise of the following as a minimum:

- Three Trustees appointed by the Board on the recommendation of the Nominations & Remuneration Committee (NRC) and in consultation with the Committee Chair;
- The Lord Provost of the City of Edinburgh (ex officio); and
- A City of Edinburgh councillor with relevant experience and knowledge, appointed on recommendation by members of the City of Edinburgh Council.

5.2. The Committee may recommend to the Board that external members are appointed to the Committee to bring additional skills or expertise to support the work of the Committee.

5.3. Trustees are appointed to the Committee for their remaining term as Trustees of the Charity or as otherwise determined by the Board.

5.4. External members will normally be appointed for a term of three years which may be renewed once. In exceptional circumstances, the Board may appoint one or more external members to the Committee for such longer or shorter period as they think fit up to a total maximum term of nine years.

5.5. The Committee Chair is appointed by the Board and will be a Trustee who is not the Chair of the Board.

5.6. External members will receive a letter of appointment from the Committee Chair, which will identify the member's responsibilities, length of appointment and expected attendance at Committee meetings. The letter will be co-signed by the member.

6. Meetings

- 6.1. The annual schedule of meetings will be presented for approval at least six months in advance of the first meeting.
- 6.2. In the absence of the Chair and/or his or her nominated deputy, the remaining Committee members present will elect one of themselves to chair the meeting from those who would be eligible to be appointed to that role by the Board.
- 6.3. The Committee will be attended by the Chief Executive of the Charity and/or the lead Director. Relevant senior Directors may be invited to attend as required.
- 6.4. The Committee may meet in closed session without any Executives present from time to time.
- 6.5. A quorum will consist of two members of the Committee, one of whom must be the Chair or their nominated deputy who must also be a Trustee. Decisions may not be taken at any meeting that is not quorate.
- 6.6. Meetings may be held in person or virtually (with members attending via virtual means) or as a mixture of the two ("hybrid meetings").
- 6.7. Urgent decisions may be made via email or an online platform provided a quorum of members is present.

7. Secretarial Arrangements

- 7.1. The Board Secretary or his or her nominee (the Secretary) acts as the secretary of the Committee and will ensure that the Committee receives information and papers at least one week before each meeting to enable full and proper consideration to be given to the issues.
- 7.2. Notices, agendas and supporting papers will be sent in electronic form unless members have expressly requested hard copies.
- 7.3. Meetings of the Committee will be called by the Secretary of the Committee at the request of the Committee Chair.
- 7.4. The Secretary will minute the proceedings and resolutions of all committee meetings (both open and closed sessions), including the names of those present and in attendance.

- 7.5. Draft minutes of each Committee meeting will be approved by the Chair and then distributed to Committee members within ten working days of that meeting. The draft minutes are agreed and approved at the next Committee meeting.
- 7.6. Committee meeting minutes will be included in the papers of the next Board meeting. The minutes will be marked as 'Draft' if the next Board meeting occurs before the next Committee meeting at which the minutes would have been approved.

8. Reporting

- 8.1. The Committee Chair will report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 8.2. The Committee will make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

9. Other matters

- 9.1. The Committee will have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required.
 - 9.2. The Committee will arrange for periodic reviews of its own performance, constitution and terms of reference at least annually.
10. Any changes to these terms of reference must be approved by the Board.

11. Related documents

- Turn2us Articles of Association
- Board of Trustees Terms of Reference
- Trustee Role Description
- Nominations and Remuneration Committee Terms of Reference
- Edinburgh Trust Committee Chair Role Description
- Deed of Appointment dated 11 July 2011

Approved by the Board on 23 June 2022.