

Resources Committee – Terms of Reference

1. Purpose, authority and role

- 1.1 The Board of Trustees of GambleAware ('the Charity') has established the Resources Committee (the Committee), a subcommittee of the Board. The Committee provides assurance to the Board about the effective use of the Charity's resources (including financial, people, organisational structure and assets) and will pay particular attention to proving assurance to the Board about the effective and managed transition of the Charity in relation to matters within its remit. In doing so it will take advice from the PDC on relevant matters.
- 1.2 The Committee is a non-executive committee of the Board and has no executive powers, other than those specifically delegated in these Terms of Reference. The Committee is authorised by the Board to use its oversight role in relation to the matters set out in these terms of reference.
- 1.3 In providing assurance to the Board, the Committee will hold the Executive to account on matters within its remit providing critical challenge support and advice. In undertaking its activities, the Committee will act in pursuance of the Charity's charitable objectives. [GambleAware Charitable Objectives](#) and will take account of information provided about the opinions of those with lived experience, where pertinent in relation to matters within its remit.
- 1.4 The Board may delegate authority to grant approvals and make decisions in accordance with any recorded delegation arrangement approved by the Board from time to time.
- 1.5 The Committee will consider the effectiveness of its reporting processes, ensuring that the Board receives adequate and proportionate information to support the Board's own decision-making and direction on strategy.
- 1.6 The Committee will consider risks in relation to the responsibilities within its remit and seek assurance that these are mitigated and managed in line with the Risk Management Policy.
- 1.7 All members of the Committee will lead by example in their behaviours in line with the Code of Conduct and other relevant policies reflecting the Charity's commitment to an equal, diverse and inclusive environment.

2. Duties

To provide assurance to the Board on the following matters through critical review and challenge with particular regard to ensuring a managed and effective transition of the Charity:

Finance, resource and assets

- 2.1. Review the Charity's proposed annual budget plan aligned to the Charity Objectives and strategic priorities and make recommendations to the Board for approval;
- 2.2. Review the management of financial resources required to ensure a managed transition;
- 2.3. Review and monitor management accounts, considering significant variances against the budget, mitigation activity, required interim remedial action if appropriate, and report such actions regularly to the Board.

People and organisational structure

- 2.4. Scrutinise proposals, policies and reports relating to employment, staff remuneration and other benefits and rewards, and Equality Diversity and Inclusion to deliver managed and sustainable transition.

Property and other assets

- 2.7 Monitor all significant activity in relation to all assets including property, information technology, data, capital expenditure, procurement and supply.
- 2.8 Assess the transition processes including dissolution processes and identification of assets.

Lived Experience Council and policies

- 2.9 Monitor the budget and staffing required to support GambleAware's Lived Experience Council (LEC) and the LEC's related work.
- 2.10 Review the Charity's policies as required by any documented policy review arrangement (as approved by the Board from time to time).

3. Remuneration Committee

- 3.1 The Committee will challenge, support and advise the Executive and provide assurance to the Board that appropriate processes are in place in relation to the recruitment, retention and motivation of staff. The Committee will review remuneration, pensions, benefits and allowances for staff and provide advice and recommendations to the Board on these matters for the Chief Executive and Chief Officers.
- 3.2 The Committee will, in closed session without the Chief Officers present, review and make recommendations to the Board on the following matters:
 - 3.2.1 succession planning for Board and senior management and the development of a diverse pipeline for succession
 - 3.2.2 contractual terms of senior management (Chief Executive and Chief Officers)
 - 3.2.3 policy on diversity and inclusion and the diversity of senior management and their direct reports.

- 3.2.4 appraisal and remuneration of senior management (Chief Officers) and the company secretary/governance professional
- 3.2.5 remuneration and appraisal of the Chief Executive
- 3.2.6 how Board evaluation has been conducted.

3.3 The Committee will receive recommendations and reports from the Chief People Consultant and Head of People, with the support of Governance, developed with the Chief Officers.

4. Membership

4.1 Membership will consist of at least three Trustees appointed by the Board of Trustees at least one of whom should have financial experience. The chair of the Charity's Board may serve on the Committee.

4.2 Appointments of Committee members will be for a term of three years and may be appointed for a further term of three years. Membership of the Committee will end automatically where the member's term of office as a trustee comes to an end.

4.2 All trustees who are not members of this Committee have the right to attend meetings of the committee as observers and to see papers for the Committee upon request. Observers have no voting rights or decision-making authority.

4.4 The Chief Executive and Chief Officers of the Charity are expected to attend meetings of the Committee on a regular basis other than for the Remuneration Committee meeting, which the Chief People Consultant will attend. Other members of staff or external individuals may be invited to attend Committee meetings to present and provide information where appropriate to the agenda. Attendees are not members of the Committee and have no voting rights or decision-making authority.

5. Chair

5.1 The Board will appoint the Chair of the Committee.

5.2 In the absence of the Committee Chair at any meeting, the remaining Trustee Committee members present will elect one of themselves to chair the meeting.

5.3 The Chair or their nominated deputy will attend meetings of the Board to report on the activity of the Committee and advise on relevant matters to assist the Board in its provision of strategic and governance advice.

6. Secretary

The Head of Governance or their nominee will be the Secretary of the Committee.

7. Quorum

7.1 The quorum necessary for the transaction of business is two members.

7.2 A duly convened meeting of the Committee at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

8. Meetings

- 8.1 The Committee will meet at least three times per year. Meetings may be held in person or via video communicating or a hybrid of the two. With the permission of the Chair, members may attend by telephone where they would otherwise not be able to attend the meeting.
- 8.2 Meetings of the Committee will be called by the secretary of the Committee at the request of the Committee .
- 8.3 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, will be forwarded to each member of the Committee, any other person required to attend and all other trustees, no later than five working days before the date of the meeting. Supporting papers will be sent to Committee members and to other attendees, as appropriate, at the same time.

9. Minutes of meetings

- 9.1 The Secretary will minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.
- 9.2 Draft minutes of committee meetings reviewed by the Chair will be circulated to all members of the Committee.

10. Reporting

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

11. Other matters

- 11.1 The Committee will have access to sufficient resources to perform its duties.
- 11.2 The Committee will review these terms of reference annually.
- 11.3 The Committee will review its own performance to ensure it is operating effectively and will recommend any changes it considers necessary to the Board for approval.