

Performance and Delivery Committee – Terms of Reference

1. Purpose, authority and role

- 1.1 The Board of Trustees of GambleAware ('the Charity') has established the Performance and Delivery Committee (the Committee), a subcommittee of the Board. The Committee provides assurance to the Board about the effective delivery of the organisational strategy and annual plan, scrutinising and tracking delivery of key outcomes and targets. The Committee will pay particular attention to proving assurance to the Board about the matters within its remit to ensure an effective and managed transition of the Charity, supporting delivery of system stabilisation.
- 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; delivery of the strategic plan and its identified strategic focus areas including system stabilisation.

- 2.1. Monitor the Charity's strategic plan in the context of the organisational strategy and in line with its charitable objects which may include arrangements with: governmental or other organisations involved in addressing gambling harms; any regulator; any Commission; or any advisory body;
- 2.2 Provide oversight and hold management to account on the key deliverables within the Charity's organisational strategy and strategic plan approving any activity or spend where so enabled by this Terms of Reference or other recorded delegation arrangement as approved by the Board from time to time;
- 2.3 Provide advice and critical challenge on the process and operations within its remit. The Committee will assist the Board in their assurance activity on the delivery of the strategic plan which will be aligned to the strategic priorities and commissioning objectives;
- 2.4 Oversee the evaluation of the key programmes identified in and arising from the strategic plan to ensure the Charity's legacy is preserved;
- 2.5 Ensure there is sufficient independent and objective assurance as to the robustness of key processes across all areas of performance;
- 2.6 Oversee the appointment of members and remit of any related expert steering and advisory groups which the Committee has the responsibility to define and review at least every three years;
- 2.7 Identify risks and gaps in control and assurance around the delivery of the strategic plan and seek assurance that risks are mitigated and being managed;
- 2.8 Review any policies of the Charity as required by any recorded policy review arrangement agreed by the Board from time to time.

3. Membership

- 3.1 Membership will consist of at least three Trustees appointed by the Board of Trustees.
- 3.2 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.
- 3.3 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.

- 3.4. The Chief Executive and Chief Officers of the Charity are expected to attend meetings of the Committee on a regular basis. 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.

4. Chair

- 4.1. The Board will appoint the Chair of the Committee.
- 4.2. 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.
- 4.3. 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.

5. Secretary

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

6. Quorum

- 6.1 The quorum necessary for the transaction of business is two members.
- 6.2 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.

7. Meetings

- 7.1 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.
- 7.2 Meetings of the Committee will be called by the secretary of the Committee at the request of the Committee Chair.
- 7.3 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.

8. Minutes of meetings

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

9. Reporting

- 9.1 The Chair of the Committee will provide updates to the Board following each Committee meeting and will make whatever recommendations to the Board the Committee deems appropriate on any area.
- 9.2 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.
- 9.3 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.

10. Other matters

- 10.1 The Committee will have access to sufficient resources to perform its duties.
- 10.2 The Committee will review these terms of reference annually.
- 10.3 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.

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