

Performance & Delivery Committee – Terms of Reference

1. Purpose and role

- 1.1. The Board of Trustees of GambleAware ('the Charity') has established a Performance and Delivery Committee ('the Committee') to advise and support the Board in its assurance of the effective delivery of the organisational strategy and annual plan. The Committee will provide critical challenge and guidance to management, scrutinising and tracking delivery of key outcomes and targets. The Committee may also derive additional approval and decision-making authority from any recorded delegation arrangement approved by the Board from time to time. The Committee will hold management to account on performance and delivery, providing direction on necessary corrective actions and agreeing timelines for completion of activities.
- 1.2. The Committee will act in pursuance of the Charity's charitable objectives. [GambleAware Charitable Objectives](#)
- 1.3. The Committee will consider the effectiveness of its reporting processes, ensuring that the Board receives adequate and proportionate information to aid the Board's own decision-making and direction on strategy. The Committee will consider its reporting obligations in the context of the agreed risk appetite and the Charity's Risk Management Policy.
- 1.4. All members of the Committee will lead by example in Committee activities, reflecting the Charity's commitment to an equal, diverse and inclusive environment.
- 1.5. The Committee will hold management to account for the proper consideration of learnings from any group set up by the Charity to receive guidance and advice from those with lived experience of gambling harm.
- 1.6. The Committee will also actively consider any presented updates or materials relating to any group set up by the Charity to receive guidance and advice from those with lived experience of gambling harm.

2. Membership

2.1. Members

The members of the Committee shall be Trustees appointed by the Charity's Board of Trustees. The Committee shall comprise at least four Trustees, including the Chair.

2.2. Attendees

Officers of the Charity including the Chief Executive Officer, the Chief Commissioning Officer, the Chief Operations Officer, or other members of the Charity's Executive Leadership Team may be invited to attend any or all meetings but only Trustees will have decision-making authority and the right to vote.

2.3. Observers

All trustees who are not members of this Committee shall have the right to attend Committee meetings as observers and to see papers for the Committee upon request. Individuals may from time to time be invited to attend Committee meetings as observers. Observers will not have voting rights or decision-making authority.

2.4. Appointments

Appointments of Committee members shall be for a term of three years. No Chair or Trustee may serve for more than two terms. At the end of the first term, a Trustee may offer themselves for re-election, which can be agreed by a majority of the Committee members. Trustees may only be Committee members while they are Trustees of the Board.

2.5. Chair

The Board shall appoint the Committee's Chair. In the absence of the Committee's Chair, the remaining members with voting rights present shall elect one of themselves to Chair the meeting. The person elected must be one who would qualify under these terms of reference to be appointed to that position by the Board. The Chair of the Board may be Chair of the Committee.

3. Secretary

The Company Secretary of the Charity shall be the secretary of this Committee.

4. Quorum

The quorum necessary for the transaction of business shall be three members. 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 by the Committee.

5. Meetings

The Committee shall meet at least three times a year and otherwise as required. The Chair may convene a meeting for a special purpose at any time. The frequency and timing of meetings will

differ according to the needs of The Charity. Meetings may be held in person or via video communication, or a hybrid of the two.

6 Notice of meetings

- 6.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee Chair.
- 6.2 Unless otherwise agreed, notice of each meeting confirming the 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 five 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.

7 Minutes of meetings

- 7.1 The secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.
- 7.2 Draft minutes of committee meetings reviewed by the Chair shall be circulated to all members of the Committee.
- 7.3 Approved minutes will be published via the Charity's website within three months of the meeting taking place.

8 Meetings of the Board

- 8.1 The Committee Chair shall attend meetings of the Board to represent the Committee's activities.

9 Authority

- 9.1 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:

- Performance and delivery matters relating to the organisational strategy and annual plan;
- Progress in relation to delivery of the Charity's objectives;
- Development of strategic and organisational plans and programmes;
- Performance against such plans and programmes;
- Risk management and review relating to performance delivery;

- Seeking any information or explanations that it requires from any Charity employee;
- Obtaining independent legal or professional advice as necessary and proportionate;
- Seeking the attendance of persons with relevant experience and expertise at the Committee meetings as necessary;
- Implementing actions and incur spend in accordance with any agreed delegation or powers reserved document and sub-delegation of the Committees duties.

10 Duties

The Committee shall perform the following duties on behalf of the Charity, as appropriate:

- 10.1 Monitor the Charity's organisational strategy and annual plan in the context of 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;
- 10.2 Provide oversight and hold management to account on the key deliverables within the Charity's organisational strategy and annual 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;
- 10.3 Provide advice and critical challenge on the process and operations within its remit. The Committee shall assist the Board in their assurance activity on the delivery of the annual plan which shall be aligned to the strategic priorities and commissioning objectives;
- 10.4 Ensure there is sufficient independent and objective assurance as to the robustness of key processes across all areas of performance;
- 10.5 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;
- 10.6 Identify risks and gaps in control and assurance around the delivery of the organisational strategy and annual plan and seek assurance that risks are mitigated and being managed;
- 10.7 Review any policies of the Charity as required by any recorded policy review arrangement agreed by the Board from time to time.

11 Reporting responsibilities

- 11.1 The Chair of the Committee shall provide updates to the Board as necessary following each Committee meeting and shall make whatever recommendations to the Board are deemed appropriate on any area;

- 11.2 The Chair shall 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;
- 11.3 The Committee shall 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.
- 11.4 The Committee shall produce a report of the Charity's annual plan to be included in the Charity's annual report.

12 Other matters

- 12.1 The Committee shall have access to sufficient resources to carry out its duties.
- 12.2 The Committee shall arrange for an annual review of its own performance (by questionnaire or otherwise) and, at least every two years, review its terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.
- 12.3 The Committee shall be provided with appropriate and timely information relating to what is currently and generally known and understood about responsible gambling issues.