


## MINUTES OF A MEETING OF THE BOARD OF TRUSTEES 13 September 2024

Minutes of the Trustee meeting held 09.30am on 13 September 2024 online via Teams and in person at the Victory Services Club, London

Name	Initials	Category of Trustee/Staff/Observer	Attendance
<b>Trustees</b>			
Hans Pung (Chair)	HP	Independent Trustee	Y
Wendy Cartwright	WC	Independent Trustee	Y Virtual
Victoria Wilson	VW	Independent Trustee	Y
Sue Davies	SD	Independent Trustee	Y
Frances Nash	FN	Independent Trustee	Y
Lieutenant General Sir Nick Pope	NP	Cobseo Trustee	Y
Major General James Senior	JS	MoD Trustee	Y
Zoe Bishop	ZB	MoD Trustee	Y
Captain Caroline Dix RN	CD	HMT Trustee	Apologies
Peter Kellam	PK	DA Trustee (Wales)	Y Virtual
John Mooney	JM	DA Trustee (Scotland)	Y
Vacancy		DA Trustee (Northern Ireland)	Vacancy
Collette Musgrave	CM	Families Federation Trustee	Y
Anisha Worbs	AWo	OVA Trustee	Y Virtual until item 5
<b>Others</b>			
Clare Lawrence	CL	Wrigleys Solicitors, Partner	Y item 2
James Greenrod	JG	Observer	Y
Dr Mark Mitchell	MM	Observer	Y Virtual
Jonathan Bell	JB	Observer and committee member	Y Virtual
Maj. Mike Keighley	MK	Observer	Y
Anna Wright	AWr	Staff - CEO	Y
Carol Stone	CS	Staff – Director of Grants	Y
Sonia Howe	SH	Staff – Director of Policy & Communication	Y
Liz Rankin	LR	Staff – Director of Finance & Operations	Y Virtual
Martin Dyson	MD	Staff – Head of Risk and Compliance	Y Virtual
Sian Butler	SB	Staff – Grants Manager	Y Virtual
Steven Inman	SI	Staff – Head of Strategic Grants and Relationships	Y
Lottie Ainsworth-Moore	LAM	Staff – Project Coordinator	Y
Kerry Newham	KN	Staff – Grants Manager	Y Virtual
Karen Addison	KA	Staff – Grants Officer	Y Virtual
Carol Hartley	KH	Staff – Grants Manager	Y Virtual
Alex Stainer	AS	Staff – Corporate Governance Manager and Minute taker	Y

Item No.	Item	Action
<b>1</b>	<b>Meeting Opening</b> (Annexes 1 & 2)	
1.1	<ul style="list-style-type: none"> <li>• <b>Welcome and Introductions</b></li> </ul> <p>1.1.1 Apologies were received and accepted from CD. The meeting was quorate in line with the Articles.</p> <p>1.1.2 The Chair opened the meeting and extended a welcome to those joining virtually. Introductions were made around the room. Chair gave a particular welcome to JB, who had joined as an observer whilst waiting for the Trust's recommendation to be appointed as a Trustee to be considered via the public appointments process</p>	
1.2	<ul style="list-style-type: none"> <li>• <b>Approve minutes of the last Board meeting held on 12 July 2024</b></li> </ul> <p>The Board approved the minutes of the last meeting of the Armed Forces Covenant Fund Trust held on 12<sup>th</sup> July 2024 as a true and accurate record of the meeting.</p>	
1.3	<ul style="list-style-type: none"> <li>• <b>Review and receive update on actions arising</b></li> </ul> <p>The Board reviewed the current outstanding actions and updated actions log.</p>	
1.4	<ul style="list-style-type: none"> <li>• <b>Declarations of Interest: Confirmation of completion and return</b></li> </ul> <p>1.4.1 It was confirmed that all Declaration of Interest forms had been received for the meeting.</p> <p>1.4.2 CM had declared an interest in item 5, due to being an employee of the Army Families Federation. CM would leave the meeting for this item.</p> <p>1.4.3 It was noted that the Invictus Games Foundation application discussed in item 7 was not the organisation SH would be going to work for from October 2024. There was no conflict.</p> <p>1.4.4 VW would not take part in the appointment of the Deputy Chair at item 4.4 due to being nominated for the role.</p>	
1.5	<p>A vote of thanks was given for SH; this was her last meeting as a Director of the Trust as she was leaving to join Invictus UK 2027. The Chair reflected on her valuable work with the Trust and wished her well on behalf of the Board. A gift from Trustees and staff was presented.</p>	
<b>2</b>	<b>Charity Law Developments briefing and Q&amp;A</b>	
2.1	<p>Clare Lawrence, Parter at Wrigleys solicitors, was welcomed to the meeting. CL delivered a briefing. Questions were invited.</p>	
2.2	<p>Trustee queried the political interface as the Trust was a non-departmental public body (NDPB) funded from government, did they have to be aware of not straying into politics?</p> <p>The Charity Commission had guidance on campaigning, which recognised that some charities had a relationship with the government due to their funding arrangements. Trusts couldn't stray into party political areas; they needed to remember their independence and make decisions in the best interests of the charity.</p>	
2.3	<p>Trustee asked what would happen if the Charity Commission guidance wasn't followed? Did it have any statutory basis?</p> <p>It did carry weight if a Trust actively went against the guidance as it would be interpreted as the Trust not complying with its duties. The Trust would then go in front of the Commission.</p>	

2.4	<p>In relation to grant giving and looking at how the charities the Trust was funding were operating, Trustee asked if there was anything that needed to be considered in how the Trust dealt with or interacted with them.</p> <p>Due diligence was the key. Any governance issues at those organisations should be flagged at an early stage.</p> <p>CS explained that the Trust continued to learn in this area, every time there was a grant concern issue the systems and processes were updated accordingly.</p> <p>AW reported that Head of Risk and Compliance had a weekly meeting with the senior leadership team to discuss grant concerns. Most don't come to anything and only 3-4 had been of major concern during the period of operating as a Grant Maker.</p> <p>CL was thanked and left the meeting.</p>	
2.5	<p><b>ACTION:</b> AS to circulate the link to the Charity Commission 5-minute guides for charity trustees, and details of the next Wrigleys Solicitors' governance seminar, to all Trustees.</p>	AS
3	<p><b>Armed Forces Covenant Fund Trust (Annex 3)</b></p>	
3.1	<p>• <b>CEOs Report for noting</b></p> <p>AW gave a verbal update to her circulated report.</p> <p>The webinar held on 9 September for Covenant Fund applicants had 239 attendees with positive feedback received. There were plans to deliver more webinars to offer this form of access to the Trust for applicants.</p> <p>Nine Veterans' Places, Pathways and People programme (VPPP) strategic plans had been developed over the summer.</p>	
3.2	<p><b>The Board approved</b> the proposed agenda for the Strategy Day in October.</p>	
3.3	<p>Thanks was given to those trustees that had signed up to attend the Impact Conference on 9 October. The agenda for the day was presented. The conference would be streamed live, with workshops also planned for those attending online.</p> <p>Trustee asked if there was anything the Trustees could do to facilitate the interactive sessions.</p> <p><b>ACTION:</b> AW would circulate a prebrief and Lines to Take to the Trustees prior to the day.</p>	AWr
3.4	<p>The following clips were shown about programmes the Trust had funded:</p> <p><a href="https://x.com/bbcsomerset/status/1702378113034789015">https://x.com/bbcsomerset/status/1702378113034789015</a></p> <p> <a href="#">VIDEO-2024-06-07-13-54-54.mp4</a></p>	
4	<p><b>Governance and Finance (Annexes 4-9)</b></p>	
4.1	<p><b>Finance</b></p> <p><b>Approval of Annual Report and Accounts for 2023/24</b></p> <p>4.1.1 LR reported that the external auditors had advised that they intend to issue an unqualified audit opinion on the accounts for year ending 31 March 2024, which meant a clean bill of health.</p> <p>The Audit and Risk Committee has scrutinised the annual report and accounts for 2023/24 in July and they recommended them for Board approval.</p> <p>4.1.2 Trustee requested a change to the wording on page 55 regarding the CIC working group.</p> <p>4.1.3 <b>The Board approved</b> the annual report and accounts for 2023/24 subject to the above amendment.</p>	LR

	<ul style="list-style-type: none"> <li>• <b>Approval of the Governance Statement (incl. in Annex 4)</b></li> </ul> <p>4.1.4 <b>The Board approved</b> the Governance Statement, part of the annual report.</p> <ul style="list-style-type: none"> <li>• <b>Approval to sign the Letter of Representation</b></li> </ul> <p>4.1.5 <b>The Board approved</b> the Chair to sign the Letter of Representation.</p> <ul style="list-style-type: none"> <li>• <b>Approval to re-appoint MKS as external auditors for a 2-year term</b></li> </ul> <p>4.1.6 The Audit and Risk Committee had discussed the continuation of MKS's existing contract and the option to add an additional 2-year term to the served 3-year contract. Trustees noted that the decision to appoint an external auditor would be a much tougher decision in 2 years' time due to the Trust being both a charity and an NDPB with a limited pool of auditors to tender for the contract. Trustees thanked LR and the finance team for clearly explaining this.</p> <p>4.1.7 Trustee asked whether there was an inference that the contract would go to another auditor when it was next tendered. It was confirmed that it was helpful to move auditors due to the potential risk of familiarity and lack of challenge from them, but very few auditors would have the expertise to handle the unique situation of the Trust. The requirement was to rotate auditors every 5 years, but this could be managed within the same firm if it was big enough, the partner would change, but it was preferable to move firms. It was noted that the Trust did not get audited by the National Audit Office, which was an anomaly for NDPB's.</p> <p>4.1.8 <b>The Board resolved</b> to invite MKS to continue as the internal auditors for the Trust for a further period of two years, when their existing contract expired following the completion of the 2023/24 financial audit.</p>	
4.2	<ul style="list-style-type: none"> <li>• <b>Policy Review and approvals:</b></li> </ul> <p>Data Protection Policy</p> <p>4.2.1 The Audit and Risk Committee recommended the Board approve the Data Protection policy. It was noted that GDPR had been audited by the internal auditors and had received a clean bill of health.</p> <p>4.2.2 Trustee asked when policies were updated whether it was flagged to staff. AWr confirmed it was, and that there was a plan to disseminate and have a 'teach-in' for staff about policies at staff meetings.</p> <p>4.2.3 <b>The Board approved</b> the Data Protection Policy.</p>	
4.3	<ul style="list-style-type: none"> <li>• <b>Terms of Reference for review and approval</b></li> </ul> <p>4.3.1 The following terms of reference had been reviewed by the committees, as required on an annual basis, and circulated for Board approval:</p> <ul style="list-style-type: none"> <li>• Remuneration and Nominations Committee</li> <li>• Grants Committee</li> <li>• Audit and Risk Committee</li> <li>• Ethics Advisory Panel</li> </ul> <p>4.3.2 It was noted that there was an open query around health and safety sitting with Audit and Risk Committee, this would be resolved at the next Board meeting. It was noted that the remit of the Ethics Advisory Panel was still a work in progress, so the terms of reference may return to Board with suggested amendments around research and impact.</p> <p>4.3.3 <b>The Board approved</b> the terms of reference.</p> <p><b>Governance structure</b></p>	

4.4	<ul style="list-style-type: none"> <li>• <b>Approve role and profile of Deputy Chair</b></li> </ul> <p>4.4.1 The Chair explained that as the role was new it was proposed that the initial appointment was for a term of one year and it would then be reassessed. The Remuneration and Nominations Committee would then take a lead on the arrangements.</p> <p>Trustee suggested that when Remuneration and Nominations Committee review the arrangement in one year, they would consider whether the role required support from the sponsor department.</p> <p>4.4.2 <b>The Board approved</b> the role profile for the Deputy Chair.</p> <p>4.4.3 VW did not take part in the vote for the appointment of Deputy Chair due to a conflict of interest as they were nominated for the role.</p> <p>4.4.4 <b>The Board appointed</b> VW to the role of Deputy Chair.</p> <p>Item 6 was discussed next due to AWO needing to leave the meeting early.</p>	AS
<p><b>6.</b></p> <p>6.1</p> <p>6.2</p> <p>6.3</p> <p>6.4</p> <p>6.5</p> <p>6.6</p> <p>6.7</p> <p>6.8</p> <p>6.9</p> <p>6.10</p> <p>6.11</p> <p>6.12</p> <p>6.13</p>	<p><b>OVA Capital Housing Fund 2024-25</b> (Annex 11)</p> <p>SB introduced the item and ran through the main points of the circulated cover paper. Questions were invited.</p> <p>Trustee noted that in a number of the applications there was a comment that assurance was needed that housing would be provided for veterans and not used for other persons. Trustee asked whether the Trust has an obligation to monitor this in the future, as it was easy for applicants to claim it would be for veteran use. CS explained that the terms and conditions of the grant were proportionate to the risks. There was an opportunity to make a charge on a property for long term assurance.</p> <p>Trustees discussed specific applications that had been identified for further consideration. The following points were made from around the table:</p> <p>[.....]</p> <p>[Information has been withheld here in line with the requirements of section 43(2) of the Freedom of Information Act 2000 – prejudice to commercial interests. A public authority is entitled to withhold information under this provision where disclosure of that information would be likely to prejudice the commercial interests of any persons or organisations, including the AFCFT itself.]</p> <p><b>The Board approved</b> the Major Capital Grants Round 2 Expressions of Interest which scored 8 and above.</p> <p><b>The Board agreed [...]</b> (the progression of 3 applications).</p> <p>[.....]</p> <p>[Information has been withheld here in line with the requirements of section 43(2) of the Freedom of Information Act 2000 – prejudice to commercial interests. A public authority is entitled to withhold information under this provision where disclosure of that information would be likely to prejudice the commercial interests of any persons or organisations, including the AFCFT itself.]</p> <p><b>The Board approved</b> the Major Capital Grants Round 1, Stage 2 applications which scored 8 and above.</p> <p><b>The Board approved</b> the Capital Refurbishment Grants Round 3 applications which scored 8 and above.</p> <p>The Board noted that the OVA may approach the Board regarding the Operation FORTITUDE pathway and the use of additional funding during this financial year for</p>	

6.14	<p>specialist case workers, any decision the Board were asked to make may be proposed as a written resolution. The long-term future of the pathway was also being discussed.</p> <p>Trustee raised that guidance about the Board's stance on exceptions when considering grants was vague, the discussion in item 6.5 was used as an example. More structure around what could trigger the Board to move away from the grant conditions and the assessment criteria to base their decisions on would be beneficial.</p> <p><b>ACTION:</b> CS to provide examples of options open to Trustees in different circumstances when approving grants.</p>	CS
<p><b>7.</b></p> <p>7.1</p> <p>7.2</p> <p>7.3</p>	<p><b>Veterans Places Pathways and People programme</b> (Annex 12)</p> <p>SI introduced the paper for the VPPP Phases 2 and 3 funding decisions. It was noted that the programme was being renamed as Thrive Together.</p> <p><b>The Board approved</b> that decision making on the unallocated project elements be delegated to the Executive and follow the process below.</p> <ul style="list-style-type: none"> <li>VPPP Leads would be required to initially discuss the proposals they wish to make with the VPPP Coordinator after which they must provide the Trust with a report and a revised budget as part of the variation process which would set out how the portfolio lead organisation had been selected, the process that they followed and why this proposed organisation would be able to deliver the project in line with the wider strategic aims of the portfolio.</li> <li>This request will be assessed by the Head of Strategic Grants &amp; Relationships and will then be provided for discussion/moderation by the Grants Director/Senior Executive Team. If funding is agreed the usual processes for revised budgets, partnership agreements will be followed. Requests could be rejected if there were value for money concerns or significant delivery or other risks, and the VPPP Lead would be invited to reconsider and resubmit.</li> <li>An update on the portfolios would then be provided to Board at the December meeting.</li> </ul> <p>[AWo left the meeting at 12.30pm, the meeting remained quorate.] Item 5 was discussed next.</p>	Agenda
<p><b>5.</b></p> <p>5.1</p> <p>5.2</p> <p>5.3</p> <p>5.4</p>	<p><b>Covenant Fund 2024-25 Programmes</b> (Annex 10)</p> <p>It was noted that CM had declared an interest in this item, due to being an employee of the Army Families Federation (AFF). CM would leave the meeting at the relevant time.</p> <p>CS presented the paper, which was an update for information, and invited questions.</p> <p>Trustees noted that there was a commitment to awarding £10.5 million of funding and asked if there would be any challenge in meeting that. The Trust could never anticipate the number of applications that would be received but as a grant maker they were good at looking at where an indicative budget could be used elsewhere. The Board's commitment and openness to adapt was noted with thanked.</p> <p>Trustee offered insight regarding spouse employment, stating that 90% of spouses were employed and that serving personnel were not volunteering for overseas appointments due to both adults in the family working. This chimed with findings in</p>	



	<p>the Haythornthwaite Report and would inform the Overseas grant programmes.</p> <p>[CM left the meeting at 12.37pm, the meeting remained quorate.]</p>	
5.5	<p>SH introduced the proposal for the Board to agree in principle to solicit an application for a targeted strategic project to support serving families overseas. It would have an indicative allocation of [...] and the programme of work will be expected to complement the [...] open programme for small grants for overseas bases which has already been launched</p> <p>[Information has been withheld above in line with the requirements of section 43(2) of the Freedom of Information Act 2000 – prejudice to commercial interests. A public authority is entitled to withhold information under this provision where disclosure of that information would be likely to prejudice the commercial interests of any persons or organisations, including the AFCFT itself.]</p>	
5.6	<p>AFF would be invited to submit an application for a portfolio of projects offering remote forms of support to families that were located overseas. Although the application would be solicited; the decision on whether to fund would rest with Trustees at the February 2025 Grants Committee. It was noted that CM's term of office as a Trustee of AFCFT would have finished by this time.</p>	
5.7	<p>Trustees asked whether receiving the solicited grant from the Army Families Federation would exclude the other Families Federations from benefitting, as Trustees felt it imperative that a parity of voice across the three Families Federations was sought.</p> <p>It was confirmed that all three Families Federations were engaged with when the programme was being developed and they had all agreed to this approach and would be working together to deliver the project should it be funded.</p> <p>It was noted that the Head of Armed Forces Families and Safeguarding could assist to shape the boundaries of this at the MoD, as there was a spousal employment initiative to make it much easier for partners to accompany their partner overseas.</p>	
5.8	<p><b>The Board agreed</b> in principle to solicit an application for a targeted strategic project to support serving families overseas.</p> <p>[CM rejoined meeting at 12.44pm.]</p>	
8.	<p><b>Meeting close</b></p> <p>Any Other Business – none was raised.</p> <p>Dates of the next Board meetings:  25 October 2024 - Strategy Day held at VSC 9-3pm  13 December 2024 – held at VSC  14 February 2025  21 March 2025  9 May 2025  12 September 2025  5 December 2025</p> <p>There being no further business, the Chair thanked the Trustees and the Executive for their time and for the comprehensive board pack.  The meeting closed at 12.45pm.</p> <p>[There were no written resolutions since the last meeting to record.]</p>	