

## MINUTES OF A MEETING OF THE BOARD OF TRUSTEES 25 October 2024

Minutes of the Trustee meeting held 09.30am on 25 October 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
Victoria Wilson (Deputy Chair)	VW	Independent Trustee	Apologies
Sue Davies	SD	Independent Trustee	Apologies
Frances Nash	FN	Independent Trustee	Y
Lieutenant General Sir Nick Pope	NP	Cobseo Trustee	Y
Major General James Senior	JS	MoD Trustee	Y Virtually
Zoe Bishop	ZB	MoD Trustee	Apologies
Captain Caroline Dix RN	CD	HMT Trustee	Y Virtually
Peter Kellam	PK	DA Trustee (Wales)	Y Virtually
John Mooney	JM	DA Trustee (Scotland)	Apologies
Vacancy		DA Trustee (Northern Ireland)	Vacancy
Collette Musgrave	CM	Family Federation Trustee	Y
Anisha Worbs	AWo	OVA Trustee	Y from item 2
<b>Others</b>			
James Greenrod	JG	Observer	Y Virtually
Jonathan Bell	JB	Observer and committee member	Apologies
Maj. Mike Keighley	MK	Observer	Y Virtually
Anna Wright	AWr	Staff - CEO	Y
Carol Stone	CS	Staff – Director of Grants	Y
Liz Rankin	LR	Staff – Director of Finance & Operations	Y Virtually
Martin Dyson	MD	Staff -Head of Risk and Compliance	Y
Steven Inman	SI	Staff – Head of Strategic Grants and Relationships	Apologies
Sebastian Hare	Sha	Staff – Head of Finance	Apologies
Tom Traynor	TT	Staff – Head of Impact	Y Virtually
Nicola Shayler	NS	Staff – Head of Communications	Y Virtually
Alex Stainer	AS	Staff – Corporate Governance Manager and Minute taker	Y

Item No.	Item	Action
<b>1</b>	<b>Meeting Opening</b>	
1.1	<b>Welcome and Introductions</b> Apologies were received and accepted from VW, SD, ZB and JM. The meeting was quorate in line with the Articles of Association. The Chair opened the meeting and extended a welcome to those joining virtually.	
1.2	<b>Declarations of Interest: Confirmation of completion and return</b> It was confirmed that all declaration of interest forms had been received for the meeting. No conflicts had been declared.	
1.3	<b>Approve minutes of the last Board meeting held on 13 September 2024 (Annex 1)</b> <b>The Board approved</b> the minutes of the last Board meeting of the Armed Forces	

1.4	<p>Covenant Fund Trust held on 13 September 2024 as a true and accurate record of the meeting.</p> <p><b>Review and receive update on actions arising (Annex 2)</b> The Board reviewed the current outstanding actions and updated actions log.</p>	
2	<p><b>Armed Forces Covenant Fund Trust</b></p> <p>2.1 <b>CEOs verbal update</b> AWr gave a verbal update, supported by a slide presentation, which covered the following points:</p> <ul style="list-style-type: none"> <li>• Feedback from Conference survey and general reflections.</li> <li>• An interim Director of Strategy had been appointed and was due to start on 4 November.</li> <li>• AWr had attended the FIMT/Kings convened sector event on AI. The Executive was currently reviewing whether the Trust needed external support to develop a comprehensive AI Policy, recognising the aspirations of the military charity sector and other stakeholders who were the grant applicants.</li> <li>• An overview of the application rates for the Covenant programme which would influence next year's programmes. The data predicted the issue of turning down a lot of applications and identified the need for positive communication around this.</li> </ul> <p>2.2 Trustees discussed the uses of the Covenant programme data in identifying the needs of future programmes. Discussion covered the importance of focussing on the Covenant and the purpose of the Trust.</p> <p>2.3 Trustees expressed interest in future analysis of the data and whether it indicated that it was about survival for small charities and insights into need. CS confirmed that analysis could include if a charity had previously applied and what size grant they had received, if they had been successful.</p> <p>[AWo joined the meeting 9.54am]</p>	
3	<p><b>Governance</b></p> <p>3.1 <b>Policy Review and approvals:</b></p> <p>3.1.1 Anti-fraud policy (Annex 3) was recommended for approval by the Audit &amp; Risk Committee. Changes were highlighted. <b>The Board approved</b> the Anti-Fraud Policy.</p> <p>3.1.2 <b>Health and Safety Policy</b> (Annexes 4 and 4a) The Board discussed whether the area of Health and Safety should be a matter reserved for the Board or delegated to the Remuneration and Nominations Committee. Chair of the Remuneration and Nominations Committee was comfortable with it being delegated as it concerned risks that sat with the Trust as the employer. Further work would be done on establishing the level of reporting to the Committee and Board.</p> <p>3.1.3 Trustee recommended checking whether the Vulnerable Groups Act should be referred to within the policy.</p> <p>3.1.4 <b>The Board adopted</b> the Health and Safety policy subject to the above point. <b>The Board delegated</b> the monitoring of Health and Safety to the Remuneration and Nominations Committee. AS to update the Terms of Reference accordingly.</p> <p>3.2 <b>Reports from the Committees</b></p> <p>3.2.1 <b>Audit &amp; Risk (ARC)</b> (met on 2 October 2024)</p>	<p>AS</p> <p>AS</p>

	<p>Due to the Committee Chair being absent, AS reported on their behalf by running through the main points discussed at the meeting:</p> <ul style="list-style-type: none"> <li>• The committee decided they would try to hold the July meeting as an in-person meeting once a year, the audited accounts were presented at this meeting, and internal and external auditors both attended.</li> <li>• Equality, Diversity and Inclusion (EDI) internal audit report was received – several areas of good practice were identified. Next steps would be implemented by the end of the financial year.</li> <li>• ARC suggested an EDI conversation now takes place at Remuneration and Nominations Committee (RemCom) as follow up work for the future HR Audit.</li> <li>• The proposed revised Articles of Association and other governance documents needing revision as actions from the external governance review were also recommended to go to the next RemCom meeting, for review prior to the December board meeting for passing resolutions.</li> <li>• Annual reforecasting of the budget would be brought to the December board meeting.</li> <li>• H&amp;S was redirected from ARC as item 3.1.2 above.</li> <li>• Anti-Fraud policy was recommended for Board approval – see item 3.1.</li> <li>• ARC requested three other policies be rewritten and brought back for approval.</li> <li>• Solicitation policy was recommended to be an operational procedure, to be discussed in item 3.3.4.</li> </ul>	
3.2.2	<p><b>Grants</b> (met on 24 September 2024)</p> <p>Due to the Committee Chair being absent, AS reported on their behalf by running through the main points discussed at the meeting:</p> <ul style="list-style-type: none"> <li>• The Committee received a verbal update on Service Pupil Support Programme, for which Alma Economics had been appointed as the evaluator.</li> <li>• Decisions were made on awarding grants for the MOD Armed Forces Families Fund round 1 for 2024/25 – the committee approved 10 grants scoring 8+, and 2 scoring 7 – one with a conditional grant.</li> </ul>	
3.2.3	<p><b>Ethics Advisory Panel</b> (17 October 2024)</p> <p>FN reported on behalf of the panel.</p> <ul style="list-style-type: none"> <li>• The panel had received a presentation by the Head of Impact on the Trust research programmes, which prompted a lively debate by the panel.</li> <li>• An ethical point on how to approach a particular project had been brought to the panel by the Executive and was discussed.</li> <li>• The panel received an update about the Trust communications strategy.</li> <li>• Panel membership was discussed, and a request will be going out to trustees for another trustee to join the panel.</li> </ul>	
3.3	<p><b>Governance update</b></p>	
3.3.1	<p><b>Proposed policy schedule for approval</b> (Annex 5)</p> <p>Trustee noted that the schedule contained a lot of policies compared to other sectors. It was explained that the staff handbook consolidated all the HR policies in one place, but these had been split out for the schedule.</p> <p>In time, if the Board felt it appropriate, some of the Trust policies could be delegated to the Executive for approval.</p>	
3.3.2	<p>Trustee asked whether the Safeguarding policy put requirements on the organisations the Trust worked with. It was explained that safeguarding requirements for those receiving grants from the Trust were contained in the terms and conditions of the grants. FN confirmed that this had been discussed at EAP and they had received reassurance.</p>	

3.3.3	<b>The Board approved</b> the policy review schedule.	
3.3.4	<b>The Board approved</b> the following recommendations for specific policies: <ul style="list-style-type: none"> <li>The Annual Salary Review Policy – be superseded by the Pay, Pay Scales and Promotion Policy contained in the Staff Handbook.</li> <li>Solicitation Policy (referring to the process of solicited grants) be removed – as discussed at Audit &amp; Risk Committee, this would be a line in the ToRs for Grants Committee and Board to give approval for a solicited bid. The Solicitation Policy would be used as an operational procedure.</li> <li>User Account Policy be changed to a procedure and removed from the board policy schedule.</li> </ul>	
3.3.5	<b>Wrigleys review of governance – action plan</b> (Annexes 6, 6a and 6b) The report and plan had been discussed and endorsed by ARC.	
3.3.6	Trustee queried recommendation 7.1.4 regarding ex-officio positions as this had been previously discussed and agreed at RemCom. The next RemCom meeting would discuss the recruitment process and the definition of an “independent” trustee.	
3.3.7	Trustee suggested a conversation with the Trust sponsor regarding recommendation 6.1.5 about the memorandum of understanding, now that the OVA was moving into the MoD.	AS
3.3.8	<b>The Board agreed</b> to proceed with the action plan, subject to further discussions on the points raised.	
3.3.9	<b>The Board resolved</b> that the the preferred legal and working name for the Trust was the Armed Forces Covenant Fund Trust. AS would commence the appropriate process to ensure all bodies reflected the above.	AS
3.3.10	Future iterations of the plan would include RAG rating on each item following discussion at committee and board meetings.	AS
<b>4</b>	<b>Thrive Together</b> <b>Thrive Together Scotland transfer of grant holder approval</b> (Annex 7) <b>The Board approved</b> that the Thrive Together grant could be delivered by Edinburgh Napier University in place of NHS Lothian moving forward.	
<b>5</b>	<b>Meeting close</b>	
5.1	<b>Any Other Business</b> JG reported on the annual Covenant in the Community conference and gave credit to the speakers. The slides were available upon request.	
5.2	<b>Dates of the next Board meetings:</b> <ul style="list-style-type: none"> <li>13 December 2024</li> <li>14 February 2025 (Annual Trustees Meeting)</li> <li>21 March 2025</li> <li>9 May 2025</li> <li>12 September 2025</li> <li>5 December 2025</li> <li>13 February 2026 (Annual Trustees Meeting)</li> </ul> <p>There being no further business, the Chair thanked the Trustees and the Executive for their time and closed the meeting at 10.28am.</p>	

[There had been no written resolutions since the last meeting to record.]