

Our values



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Together

# Fundraising and Marketing Committee

## Terms of Reference

October 2025

# 1. Constitution, Purpose and Conduct

- 1.1 The Fundraising and Marketing Committee (**Committee**) is constituted as a committee of the Council of Trustees (**Council**) of Cancer Research UK (the **Charity**). These terms of reference set out the authority and responsibilities of the Committee, as delegated to it by Council. The Committee performs its role by providing independent oversight to Council.
- 1.2 The Committee's purpose is to exercise supervisory oversight, on behalf of Council, over all aspects of the Charity's fundraising and marketing and philanthropic activities.
- 1.3 The Committee shall have responsibility for direct oversight of management of risks that relate to those areas stated to be within its duties in these terms of reference. This recognises that the management of risks is shared between the committees of Council, in accordance with the authority delegated by Council (with risks relating to building and sustaining operations and change management overseen by the Audit and Risk Committee, risks relating to funding and managing research and innovation and influencing overseen by the Research Committee, risks relating to fundraising and income generation overseen by the Fundraising and Marketing Committee, risks relating to people by the People and Remuneration Committee and risks relating to financial management and stewardship by the Finance Committee).
- 1.4 The Committee shall in the course of its proceedings conduct itself in accordance with the Charity's Values, Code of Conduct and Code of Ethics.

# 2. Membership and Attendance

- 2.1 All Trustee members of the Committee shall be appointed by Council, on the recommendation of the Nomination and Governance Committee in consultation with the Chair of the Committee. There should be no fewer than three members of the Committee who shall be Trustees. The Chair of the Committee shall be a Trustee and shall be appointed as Committee Chair by Council. The Chair of Council shall be an ex officio member of the Committee with a standing right, but not an obligation, to attend Committee meetings and, when in attendance, shall form part of the quorum. Ideally, at least one Trustee member should have a scientific, scientific research or medical background.
- 2.2 The Committee may, if it considers it necessary or desirable, co-opt Non-Trustee Committee Members with particular expertise to the Committee. Non-Trustee Committee Members shall be appointed by Council, on the recommendation of the Nomination and Governance Committee in consultation with the Chair of the

Committee.

- 2.3 The Committee should have at least one member with recent and relevant fundraising, marketing and philanthropic fundraising experience and appropriate skills. The Committee shall also collectively have experience to enable the Committee to fulfil its duties.
- 2.4 As the responsibility of the Committee evolves in response to regulatory, external, digital/data and economic developments, the Committee Chair will re-evaluate, at least annually, the members' competencies and the overall balance of skills on the Committee in response to emerging needs and to ensure an appropriate mix of skills including, without limitation, skills/experience in brand, data and digital and philanthropy.
- 2.5 Any Trustee may attend a meeting of the Committee as an observer. The Committee Secretary should be informed who shall, in turn, inform the Chair of the Committee.
- 2.6 The Chief Executive (CEO), the Executive Director of Marketing, Fundraising and Engagement, the Executive Director of Strategy and Philanthropy, Chief Operating Officer (COO) and Finance Director shall normally attend the Committee meetings. Other non-members, including Risk and Assurance staff, Executive Directors and managers may be invited to attend where business relevant to them is to be discussed. The Committee Chair will determine the need for closed sessions and attendance at such sessions.

### **3. Length of Service**

- 3.1 Members (Trustees and Non-Trustee Committee Members) shall serve on the Committee for a maximum of 2 terms (subject to the limited exception below). In the case of Trustee members, this shall consist of a maximum initial term (of approximately three years) commensurate with their initial term as a Trustee, after which they may be reappointed by Council for a further term of three years (commensurate with their second term as a Trustee). In the case of Non-Trustee Committee Members, this shall consist of a maximum initial term of three years, after which they may be reappointed by Council for a further term of no more than three years. If a Trustee is, by exception, reappointed for a third term as a Trustee (in accordance with the Charity's constitution), such Trustee may be appointed for a third term of no more than three years (commensurate with their third term as a Trustee), with the approval of Council. Continuance of Committee members (Trustees and Non-Trustee Committee Members) shall be reviewed, at the very least, prior to their reappointment for a further term.
- 3.2 Where possible, changes in membership should be phased to provide continuity.

- 3.3 Trustee members shall retire automatically from the Committee on ceasing to be a Trustee.

## 4. Secretariat

- 4.1 The Company Secretary or their nominee shall act as the Committee Secretary. The Secretariat function shall ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

## 5. Quorum and Voting

- 5.1 The quorum necessary for the transaction of business is two Trustee Committee 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.
- 5.2 Each Trustee shall have one vote. No resolution shall be passed unless the majority of Trustee Committee members present and in attendance vote in favour of the resolution. In the event of an equal vote, the Committee Chair (or in their absence, the chair of the Committee meeting in question) shall have the casting vote. Non-Trustee Committee Members shall not have voting right.

## 6. Meetings

- 6.1 The Committee shall meet at least four times a year at appropriate times in the reporting and review cycle and at such other times as the Committee Chair shall require. Meetings of the Committee shall be called by the Committee Secretary at the request of the Committee Chair or any of the Committee's other Trustee members or at the request of the CEO, the Executive Director of Marketing, Fundraising and Engagement and/or the Director of Strategy and Philanthropy.
- 6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting papers shall be forwarded to each Committee member and to any other person required to attend, no later than five working days before the date of the meeting.
- 6.3 The Chair of the Committee shall chair meetings of the Committee. In the absence of the Committee Chair or their appointed deputy, the remaining Trustee members present shall elect one of themselves to chair the meeting.

## **7. Minutes of Meetings and reporting procedures**

- 7.1 The Secretary or their delegate shall minute the proceedings and resolutions of all Committee meetings including the names of those present and in attendance.
- 7.2 Minutes of Committee meetings shall be reviewed by the Committee Chair and circulated promptly to all Committee members, following which they will be included on the Council agenda for information. A report of each meeting of the Committee will be circulated to the next Council meeting.
- 7.3 The Committee Chair (or their designate, where necessary or appropriate) will report to Council following each Committee meeting.

## **8. Annual General Meeting**

- 8.1 The Committee Chair shall attend the Annual General Meeting of the Charity to respond to any questions on matters within the scope of the Committee's responsibilities.

## **9. Duties**

The main duties of the Committee are:

- 9.1 Providing good and appropriate governance for the Charity's fundraising, marketing and philanthropy activities;
- 9.2 Advising on and approving fundraising, marketing and philanthropic strategic planning to achieve the Charity's long-term income objectives;
- 9.3 Reviewing large scale investment proposals prior to approval by Council;
- 9.4 Reviewing fundraising practices to ensure compliance and awareness of existing and emerging guidance, policy and legislation on fundraising practices including data management and consent;
- 9.5 Scrutinising on behalf of Council the performance/progress of the Fundraising and Marketing and Philanthropic plans, Key Performance Indicators and activities and the time within which any such plans are to be delivered, ensuring

these uphold the Charity's fundraising promise to supporters;

- 9.6 Providing assurance to the Finance Committee as to the resilience and achievability of fundraising plans for current and future years;
- 9.7 Providing input and early thinking into strategy development and new marketing, fundraising and philanthropy initiatives;
- 9.8 Providing external insight and perspective on the external environment, competition, market conditions and performance;
- 9.9 Reviewing fundraising related expenditure contracts of £5 million or above prior to its recommendation to Council for approval;
- 9.10 Reviewing, for approval, fundraising income generating contracts above £10 million and delegating authority to signatories on a contract by contract basis;
- 9.11 Reviewing and/or being consulted on (as relevant) any changes to the policies/requirements set out in the Appendix;
- 9.12 Monitoring principal risks that relate to fundraising, income generation and branding/marketing and ensuring risks identified in the risk register relating to such areas are considered as part of the annual cycle of Committee business and as and when items are discussed;
- 9.13 Receiving and reviewing regular consolidated reporting from across the Charity on the areas of risk for which it has oversight responsibility under paragraph 9.11;
- 9.14 Reviewing the Charity's strategy, plans and programmes in relation to equality, diversity and inclusion as it relates to supporter engagement and progress against such strategy. This shall include receiving and reviewing reports from management (or their delegates) on progress against the strategy insofar as it relates to this remit; and
- 9.15 Overseeing the Charity's approach on ESG/Sustainability and overseeing progress on delivery against the overall strategy, in each case in so far as it relates to areas of activity within the remit of the Committee.

## 10. Delegated Authority

The Committee is authorised by Council to

- 10.1 Investigate any activity within its terms of reference;
- 10.2 Seek any explanatory information that it deems necessary or reasonable to discharge its responsibilities, including unrestricted access to management,

employees, contractors and volunteers of the Charity and relevant information it considers necessary to discharge its duties. The Committee will also have unrestricted access to records, data and reports and the Charity's management and staff shall cooperate with requests of the Committee; and

- 10.3 Obtain independent professional or legal advice as necessary, within reasonable financial limitations and in accordance with the Charity's expenditure policy and processes.

## 11. Other

- 11.1 The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to Council for approval. In any year when Council is conducting an external effectiveness review, the requirement for the Committee to review its own performance shall not apply.

# Appendix

## OVERSIGHT OF POLICIES AND REQUIREMENTS <sup>1</sup>

| <b>Policy</b>                       | <b>Committee Action</b> | <b>Council Approval</b> |
|-------------------------------------|-------------------------|-------------------------|
| Donation Refund Requirement         | Consult                 | Yes                     |
| Fundraising Responsibly Policy      | Consult                 | Yes                     |
| Income Contract Signing Requirement | Consult                 | Yes                     |



Cancer Research UK is a registered charity England and Wales (1089464), Scotland (SC041666), the Isle of Man (1103) and Jersey (247).

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<sup>1</sup> Under the Schedule of Reserved Matters, Council delegated authority to Council Committees to approve minor amendments and to Executive Board to approve minor administrative revisions to policies/requirements otherwise reserved to it. Substantive changes remain reserved to Council for approval.