

Draft: 16.3.18

FINANCE & RESOURCES COMMITTEE

TERMS OF REFERENCE

1 Overall role

- 1.1 Ensuring that the financial governance of the IDPC Consortium – herein referred to as the Company – is safeguarded and that it remains a going concern.
- 1.2 Overseeing the financial operation of the Company and ensuring that this is in line with the Company's strategic and operating plans.
- 1.3 Overseeing the adequacy and use of human, infrastructure, IT and other resources required to support the delivery of the Company's strategic and operating plans.
- 1.4 Supporting the Executive Director in relation to all financial and resource related issues.

2 Specific responsibilities

Finance and audit related

- 2.1 Reviewing draft annual budgets and making relevant recommendations to the Board.
- 2.2 Reviewing and reporting to the Board on the Company's management accounts and forecasts.

- 2.3 Reviewing and reporting to the Board on the Company's statutory annual accounts and relevant sections of annual report, Companies House returns and other statutory reports.
- 2.4 Overseeing any required audits or similar review processes, including review of, and response to, any recommendations.
- 2.5 Regular review of performance of the Company's appointed auditors and, as required, managing the retendering of this role, including making recommendations to the Board about appointment and terms of engagement.

Compliance related

- 2.6 Reviewing adequacy and appropriateness of financial control systems.
- 2.7 Ensuring that the Company has in place the systems and controls necessary to comply with all legal and regulatory requirements relating to its activities.
- 2.8 Regularly reviewing the Company's Financial Policies Manual.

Risk related

- 2.9 Reviewing the overall risk management process, as well as specific financial, compliance and resource (including human resources) related risks.
- 2.10 Ensuring the Executive Director has put in place adequate insurance arrangements.

Resources related

- 2.11 Reviewing and making recommendations to the Board about human and other resources needed to support the Company in delivering its strategic and operating plans.
- 2.12 Regularly reviewing the Company's Staff Handbook, containing the organisation's people-related policies (whistleblowing, data protection, pay and benefits, etc).
- 2.13 Reviewing and making recommendations to the Board about infrastructure and IT-related policy issues (data management, privacy, etc).
- 2.14 Reviewing and making recommendations to the Board about fundraising-related policy, fund-raising strategy and the implementation of fundraising plans.
- 2.15 Reviewing and making recommendations to the Board about intellectual property matters.

Other

- 2.16 Any other activity delegated to the Committee by the Board.

3 *Membership and quorum*

- 2.1 Chair of Committee to be a member of the Board, appointed by the Board, and ideally having senior level finance skills and experience; knowledge of relevant UK law and governance practice; and ideally based in the UK to allow easy provision of support to the Secretariat.
- 2.2 At least two other members of the Board, appointed by the Board, and ideally with some relevant skills/experience (finance, human resources, risk management, compliance etc).
- 2.2 Co-opted members with relevant skills and experience, as identified and proposed by the Committee, with appointment then being approved by the Board.
- 2.3 The Company's staff members may be co-opted to the Committee as full members or may otherwise act as advisors.
- 2.4 Co-opted members (other than staff members) may be paid a fee for performing the role as well as expenses, on terms agreed by the board of directors.
- 2.5 Quorum is at least two members of the Board.
- 2.6 Membership of the Committee may be withdrawn at any time by a decision of the Board.

4 *Meetings and reports*

- 3.1 Meeting at least once between regular meetings of the Board, ideally approximately two weeks beforehand, and otherwise as required.
- 3.2 Some task-focussed work between meetings on specific projects as required, involving members of the Committee and others with relevant skills/experience.
- 3.3 All Committee meetings to be fully minuted.
- 3.4 All minutes to be noted at Board meetings (with opportunity for questions on significant items to Committee Chair).
- 3.5 Formal reports to Board on draft annual budget, annual statutory accounts, audit or similar reports, and otherwise as required by the Board in relation to other matters.

Date approved by Board: [] 2018