

## **F&GC Terms of Reference (Agreed at the Board's February 2016 meeting)**

---

### Terms of Reference for the Finance & Governance Committee

There shall be a Finance & Governance Committee which shall report to the Board. It will be responsible for:

1. Audit
  - (a) external audit strategy and external audit reports, including the responses to the external auditor's management letter;
  - (b) integrity of financial statements; ensuring best practice in both internal and external financial reporting;
  - (c) recommendations on the appointment of the auditor;
2. Financial controls and systems
  - (d) reviewing and recommending annual draft budget;
  - (e) reviewing and assessing internal financial controls and procedures, including through the appointment of a dedicated internal auditor;
  - (f) assessment and management of risk, including a full review of the risk register on an annual basis;
  - (g) reviewing the financial and investment affairs of the charity and recommending to the Board any action needed;
  - (h) reviewing the charity's investment policy on an annual basis;
3. General
  - (i) reviewing the charity's policies and practices, including staffing matters and advising the Board on any changes that may be needed;
  - (j) reviewing and recommending any changes to the membership structure;
  - (k) any other management, governance or financial matters referred to it by the Board;

The Finance & Governance Committee shall consist of:

- (a) A Chair appointed by the Board of directors, who will also hold the post of Honorary Treasurer. Any person may serve in this post for a maximum of three years, followed by a further term of three years followed by a break of two years before becoming eligible for re-election;
- (b) A minimum of three further members, who are members of the charity, selected for their relevant function expertise (e.g. financial, investment, management, accountancy, audit and risk). At least one of these members should not be a Trustee;
- (c) UNA-UK's Company Secretary, who will attend in a non-voting capacity;
- (d) the Executive Director and other relevant members of staff may attend meetings as appropriate. Their attendance will be in a non-voting capacity;
- (e) [F&GC members are required to be UNA-UK members whilst they are members of the Committee](#)

The Board shall formally approve membership of the committee on an annual basis. Subject to that formal approval, the committee shall be able to appoint and terminate its members.

All committee members may serve for a maximum of two terms of three years without break but then must take a break of at least two years before standing again for membership of the committee.

The committee will meet at least three times a year.

No decision may be made at a meeting of the committee unless a quorum is present. The quorum for a meeting of the committee will be [any](#) three committee members present with voting rights. The term "present" includes being present by suitable electronic means. [A Deputy will be appointed by the committee on an annual basis. The Deputy will chair the committee meetings if the Chair is absent.](#)