

Finance and Audit Committee: Terms of Reference

Purpose

1. The purpose of the Audit and Finance Committee is to:
 - a. provide independent oversight of and advice to the IMPRESS Board on the adequacy and effectiveness of the organisation's financial control and reporting systems;
 - b. recommend to the Members the appointment of suitable External Auditors and in due course to advise the Board on Internal Audit arrangements; also to ensure that adequate levels of external and internal audit are maintained;
 - c. to take such decisions as are devolved to it by the Board.

Powers

2. Except where the Board has formally delegated decision-making authority to the Committee, its role is advisory. Thus, unless agreed otherwise in advance by the Board, the Committee has no powers to bind the Board or IMPRESS in any way.

Scope of responsibilities

3. The Committee shall be responsible for:
 - a. overseeing Management's compliance with IMPRESS's Financial Policies as agreed by the Board from time to time;
 - b. for advising the Board and/or Members on the following:
 - i. the adequacy of financial systems, controls and risk oversight;
 - ii. management decisions to insource / outsource the provision of services and the review of the commercial terms of any outsourcing;
 - iii. proposed expenditure or a linked series of expenditures in excess of £5,000;
 - iv. annual estimates of income and expenditure and the financial plan;
 - v. policies on reserves and borrowing;
 - vi. the appointment of External Auditors; their selection, remuneration and the provision of any non-audit services;
 - vii. the draft Report and Accounts (as compiled by the Company Secretary);
 - viii. the appointment of Internal Auditors;
 - ix. the appointment of Investment Advisors;
 - x. the drawing up of the annual Internal Audit plan;

- xi. the acceptability or otherwise of proposed donations referred to the F&AC by Management;
- c. for overseeing the following on behalf of the Board and/or Members:
 - i. the work of the External Auditors in relation to the Annual Audit and any non-audit services;
 - ii. the work of the Internal Auditors and the review of IA Investigation reports and of Management responses;
 - iii. the follow-up monitoring of agreed EA and IA recommendations.
- d. for any of the preceding or other responsibilities where decision-making responsibility has been formally devolved to the Committee by the Board.

Membership

- 4. The Committee shall consist of a minimum of two and a maximum of five members. A minimum of two Committee members shall be members of the Board of IMPRESS, with other suitable individuals being co-opted onto the Committee. All appointments to the Committee shall be at the discretion of the Board.

Procedures

- 5. The quorum for meetings is two Committee members of whom at least one must be a member of the Board of IMPRESS.
- 6. The Chair of the Committee shall be appointed by the Board. In event that the Chair is absent from a Committee meeting, another Committee member who is also a member of the Board shall be selected by those present to chair the meeting.
- 7. Meetings may be held in person, by conference call or electronically, subject entirely to the agreement of the Committee.
- 8. Meetings shall be called by the Chair of the Committee with at least 14 calendar days' notice, unless the Committee members agree to a shorter notice period.
- 9. Papers shall be provided to Committee members at least 7 calendar days in advance of each meeting.

Variation

- 10. These Terms of Reference shall be reviewed annually by the Board and may be amended by the Board at any time, although the Committee shall always be consulted before any changes are made by the Board.

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| Approved by the Board | 14/11/2017 | Last updated | 15/05/2018 |
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