

TERMS OF REFERENCE FOR ICAR BOARD COMMITTEE FOR ; FINANCE

Version: 1.4

Date: 19^h October 2021 (1.3 29 January 2018)

Revised after October 18th 2021 FC meeting

Version 1.3 to 1.4 Changes Summary:

- Recommended numbers to the committee
- Finance Sub Committee replaced by Finance Committee (FC)
- Year

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The purpose of this paper is to outline the terms of reference for the ICAR Board's Finance Committee.

The following sections cover the key elements of the recommended new Terms of Reference for the ICAR Board's Finance Committee.

The objectives of the Finance Committee are below.

Financial Goals;

- a. Along with CE review long-range financial goals along with funding strategies to achieve them.(For example, the creation of a working capital or cash reserve fund for the purpose of either improving existing services or developing new services to ICAR's members).
- b. Make recommendations and or policies for presentation and adoption by the ICAR Board with respect to setting financial goals and proposals.

Internal Controls and Accountability:

- c. Ensure policies and procedures for ICAR's financial transactions are documented (including all relevant tax laws) in Standard Operating Procedures (SOPs) and are

Network. Guidelines. Certification.

maintained and updated as necessary.

Audits;

- d. CE will ensure ICAR's Financial Inspectors have access to annual accounts.
- e. If and when required by the Committee the CE will submit a proposal to this FC and the ICAR Board to justify recruitment and selection of an External Auditor if it is deemed necessary.
- f. Review the Draft audit Report as presented by the auditor(s).
- g. Present the audit reports to the full board of directors (if the auditor does not do this).
- h. Review the management recommendation letter from the auditor and ensure CE and staff follow up on any issues mentioned.

Reserve & Investment:

- i. Annual review of 'Reserve' policy.
- j. Annual Review of Investment policy
- k. Hire and evaluate any investment managers/advisors.

Risk:

- l. Finance Committee, with the CE, will develop an ICAR **Financial Risk Register**.
- m.

The ICAR Boards' Finance Committee for Finance will be governed by the ICAR Board.

The Committee will be chaired by a suitable person as appointed by the President of ICAR and approved by the ICAR Board.

Members will be comprised by Board members who cover some or all, depending on the level of interest and participation in ICAR activities, of the following interests:

- a. **Proven history of Financial and Operational Responsibility.**
- b. **ICAR's Financial Inspector(s)** (The ICAR Financial Inspectors role shall be so that they are always precluded from any discussion on the content of Financial Reports to avoid any potential conflict with their duties as auditors of the said year-end Financial Reports).

The recommended numbers to make up the Finance Committee should be between Three and Five members.

The President will review annually the make-up of the Finance Committee and any changes as required, shall be recommended to the Board.

The Committee, may from time to time, co-opt specialist and expert advice as required based on issue(s) at hand.

The Committee shall meet at minimum twice per year (refer to each year's Meeting Calendar for agreed meeting schedule for that year.

The CE will act as Secretary to the Finance Sub Committee. Minutes will be circulated to all the Finance Committee members by email and will be placed on the restricted area for the ICAR Board members.

Quorum for meeting will be 50% of the membership plus one.

Each member of the Committee shall have one vote with the Chair having a second or casting vote as required.

Role of CE and Secretariat:

- a. **Business Meetings** – CE to agree dates and venues in consultation with Chairperson, provide notice of meetings to members, agree agenda with Chairperson, distribute agenda, take minutes, agree minutes with Chairperson, and distribute minutes.
- b. **Group Composition** – Secretariat maintain list of Group members with up-to-date contact details, in consultation with Chairperson and ICAR Board.

Based on activity provide an Annual Report (at least) to the ICAR Board.

4. Priorities

Priorities are to be established by the Committee taking account of its terms of reference and any requests from the ICAR Board.

That the priorities for Committee for Finance in 2023 to include the following:

- a.