

Terms of reference: Women's Aid Finance, Audit and Human Resources Sub-Committee. Reviewed & Approved November 2020

## **TERMS OF REFERENCE WOMEN'S AID FINANCE, AUDIT & HR COMMITTEE**

Membership (AT November 2023)

- Martina Quinn (Chair)
- Suzanne Handley
- Lucy Maguire Gaffney
- Ailbhe Smyth (Ex Officio)
- Sarah Benson (Ex Officio)

### **Committees**

The Board will establish a Finance, Audit & Risk sub-committee and a Governance & Risk Sub Committee drawn from its members, and may establish other standing committees and ad hoc committees or working groups.

The Chairperson will propose the appointment of members to any committee it establishes and may recommend the appointment of persons who are not members of the Board but have special knowledge and experience related to the purpose of the Committee.

The Committees appointed by the Board will in the transaction of their business comply with their terms of reference and any directions that the Board may give from time to time.

The Board may take advice or consider recommendations from any committee of the Board as set out in the committee's Terms of Reference (ToR).

### **Finance, Audit & HR Committee:**

#### **Purpose**

The purpose of the Finance, Audit & Risk Committee (FAHRC) is to oversee, on behalf of the Board, the integrity of the financial reporting controls and procedures implemented by management, in order to protect the interests of its stakeholders. This committee is also responsible to the Board



for ensuring that an effective Human Resource Management System is in place (which includes compliance with legislation).

### **Membership**

This committee shall be appointed by the Board, and will normally consist of two Directors: the Treasurer and one other board member. Alternates are not permitted. At least one member of the Committee should have recent and relevant experience in financial matters. In line with best practice the Board Chairperson can attend but is not a member of this committee.

FAHRC members and its Chairperson shall be appointed by the Board Chairperson for a period of two years.

### **Attendance at meetings**

At the request of the Chairperson, the CEO and Financial Controller shall normally attend meetings. A quorum will consist of one Director and one executive in attendance.

The FAHRC secretary will be nominated by the committee and will keep minutes of all meetings.

### **Notice**

Meetings should be convened by the FAHRC Chairperson or at the request of the Board. Meetings can also be summoned at the request of the Auditors. The committee should meet the Auditors a minimum of once a year.

### **Frequency of meetings**

The FAHRC will meet twice a year and more frequently as required and report to the Board on its work.

### **Authority**

The FAHRC is authorised by the Board to investigate any activity within its ToR. It is authorised to seek information from any member of staff and all staff are directed to co-operate with any request from the FAHRC Committee.

The FAHRC Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience or expertise if it considers this necessary.

### **Reporting**

The FAHRC secretary will circulate the minutes of the meetings of the Committee to all Directors by placing it on the agenda for the next Women's Aid Board meeting.

### **Duties**

The scope of the FAHRC's work covers all matters concerning compliance with regulation and company law, financial risk management, together with audit and accounting matters, and also best practice and legal compliance in matters of Human Resource management.

The specific duties are to:

- monitor financial performance against goals, as agreed by the Board
- oversee the external audit
- review audits by grant makers/funders
- monitor financial controls and
- put in place appropriate financial risk management policies and processes

### **Financial Management**

- i. Review annual budget/budget revisions and make recommendations to the Board
- ii. Review cashflow, financial progress and management accounts at each meeting
- iii. Review the performance of the organisation against financial goals and targets

### **External Audit**

- i. Review the annual audited accounts including the Directors' report, etc. for presentation to the full Board
- ii. Meet the external auditor, at least annually in line with the audited accounts
- iii. Discuss the management letter from the external auditor (following the annual audit) and agree a reply for recommendation to the Board for approval
- iv. Monitor implementation of improvements agreed in response to external audit recommendations
- v. Assess continuing suitability of the appointed external auditor and recommend to the Board the reappointment of the auditor. Where relevant or appropriate the FAHRC is

- responsible for proposing to the Board any change in external auditor with a supporting rationale
- vi. Recommend to the Board the level of remuneration for the external auditor for approval by the Board

### **Audits of Women's Aid by Grant makers/ funders**

- i. Discuss audit reports from grant auditors and agree replies to same for recommendation to the Board for approval
- ii. Monitor implementation of improvements agreed in response to grant makers audit recommendations

### **Financial Controls and Compliance**

- i. Approve internal financial controls and procedures and amendments to internal financial procedures.
- ii. Be responsible for reviewing all levels of signature authority within the organisation and ensure that these are appropriate in terms of maintaining good internal control and operational flexibility as part of its review of Women's Aid's internal control environment the FAHRC is. (FAHRC is also responsible for maintaining a comprehensive and up to date list of the payment and contractual approval rights of all employees and officers of the organisation)
- iii. Review the effectiveness of systems for ensuring compliance with laws and regulations.

### **Human Resources**

- i. To advise the Board with respect to policies and procedures relating to the management of staff and volunteers working within Women's Aid office and in Women's Aids' name.
- ii. On behalf of the Board to liaise with the CEO regarding amendments to appropriate policies and procedures for the working environment and development of staff and volunteers.
- iii. To advise on sources and methods for obtaining professional advice where and if necessary and to advise on HR implications of organisational development.
- iv. Where necessary to act as an appeals resource to the CEO with respect to grievance and disciplinary procedures as follows:
  - Grievance procedure:



The grievance procedure to have the following 'chain of command': firstly the CEO, then the Chair of FAHRC, and then finally the Chairperson of the Board and/or their designated nominee(s).

- Disciplinary procedures:

The CEO carries authority for disciplinary matters up to and including dismissal. The FAHRC will act as an advisory and support to the CEO in these matters. There is a right of appeal for all disciplinary decisions, which is heard by the Chairperson of the sub-group and/or their designated nominee(s).

### Other Topics

- i. The FAHRC should consider other topics as defined and decided by the Board.

