

Terms of Reference

Committee Name	Finance, Audit & Human Resources Committee
Chairperson	Martina Quinn
Last Updated	December 2025
Next Review	December 2026

Membership List

- Martina Quinn
- Suzanne Handley
- Lucy Gaffney

Overview

The Women's Aid Board of Directors ("The Board") will establish a Finance, Audit & Human Resources ('FAHR') Committee drawn from its members and may establish other associated standing committees and ad hoc committees or working groups.

The Chairperson of the Board 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 Committee, appointed by the Board, will in the transaction of their business comply with their Terms of Reference (ToR) set out herein 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 ToR.

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, 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



The Committee shall be appointed by the Board of Directors and will consist of a minimum of 2 Directors, consisting of individuals who have skills and experience relevant to the work of the committee. Alternates are not permitted. At least one member of the Committee shall have recent and relevant experience in financial matters.

Other members of the Board, Executive or individuals with relevant experience may be co-opted to the Committee as members at the discretion of the Board.

FAHR Committee Members and its Secretary and Chairperson shall be appointed by the Board Chairperson for a period of 2 years.

Offices of the Committee

Secretary

A Committee Secretary shall be appointed by majority vote at the first Committee meeting of the year. The role of minute taking may be delegated to an attendee from the executive with agreement of the committee.

Chairperson

A Chairperson of the Committee shall be appointed by the Chairperson of the Board of Directors.

Meetings

Frequency of Meetings

The FAHR Committee will usually meet 4 times per year, and more frequently as required.

Attendance

At the request of the committee Chairperson, other relevant persons may be invited to attend the meetings of the committee on a regular or ongoing basis. These persons are referred to as Attendees (e.g. for this committee the CEO and Financial Controller may be regular attendees). A record of such individual's attendance will be recorded in the minutes of all meetings they participate in.

Any Women's Aid Director, including the Chair, may attend a committee meeting and may be invited by the Committee to do so.

Other individuals (e.g. experts, auditors, consultants or other external advisers) may be invited to attend for all or part of any meeting, as and when appropriate and usually on a once-off basis.

Members of the Women's Aid Executive Team may be requested to attend meetings periodically.

Notice of Meetings

Meetings shall be convened by the Committee Chairperson, or at the request of The Board of Directors. Meetings may also be summoned at the request of the Organisation's Statutory Auditors. The Committee shall meet the Auditors annually.

Advanced meeting notice of at least 7 days will be given to Committee members & Attendees, save exceptional circumstances.

Governance

Accountability

The FAHR Committee is accountable to the Women's Aid Board of Directors.

Authority

The FAHR Committee is authorised by The Board to investigate any activity within its Terms of Reference. It is authorised to seek information from any employee, and all employees are directed to co-operate with any formal request from the Committee.

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

Reporting

The committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

Recommendations will be submitted to the Board of Directors through the Chairperson of the Board of Directors.

Minutes of Meetings

Draft minutes of the Committee meetings shall be circulated to all members of the committee by the Committee Secretary. Once approved¹, minutes will be sent to the Company Secretary and added to the Agenda of the next Women's Aid Board Meeting, for information only.

Redacted minutes may be circulated to attendees, as appropriate and at the request of the Committee Chairperson.

Quorum

A quorum necessary for the transaction of normal business shall be 2 and must include minimum of 1 Women's Aid Board Director.

Duties & Responsibilities

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

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

External Audit

- Review the annual audited accounts including the Directors' report, etc. for presentation to the full Board
- Meet the external auditor, at least annually in line with the audited accounts
- Discuss the management letter from the external auditor (following the annual audit) and agree a reply for recommendation to the Board for approval
- Monitor implementation of improvements agreed in response to external audit recommendations

¹ Approval may be delivered through meeting or via electronic means / email

- 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
- 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

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

Financial Controls and Compliance

- Approve internal financial controls and procedures and amendments to internal financial procedures.
- 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)
- Review the effectiveness of systems for ensuring compliance with laws and regulations.

Human Resources

- 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.
- 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.
- To advise on sources and methods for obtaining professional advice where and if necessary and to advise on HR implications of organisational development.
- 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

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

Stakeholder Engagement

The FAHR Committee shall regularly engage with the Financial Controller through the preparation of Management Accounts by the Financial Controller.

The FAHR Committee will also engage regularly with the wider Board of Directors.

Other Matters

The committee shall undertake a periodic review of their overall performance and will feedback to the wider Board of Directors.

Review

This Terms of Reference for the Finance, Audit and Human Resources committee will be reviewed annually by the Committee, with any recommended changes being presented to the Board of Directors for approval.

Document Revision Control	
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