

Governing Board Sub-Committee

Terms of Reference

Cochrane’s Articles of Association provide the Governing Board with the power to appoint Board Sub-Committees, and to delegate to these Sub-Committees authority to undertake its duties or functions as required. People who are not Members of the Governing Board may be invited to participate accordance with the role and remit of the relevant Sub-Committee (Articles of Association Clause 19.6).

Sub-Committee	FINANCE, AUDIT AND INVESTMENT COMMITTEE	
Purpose	<p>Financial governance is a responsibility of the Board of Trustees (“the Board”). The overall purpose of this Committee is to assist the Board in its duty to oversee the Charity’s financial affairs.</p> <p>The Committee will also act as an Audit Committee and an Investment Committee. It will be made clear when the Committee is acting in one of these capacities.</p>	
Membership	<ul style="list-style-type: none"> • Karen Kelly (Treasurer and Committee Chair) • Tracey Howe (Board Co-Chair) • Nicky Cullum • Sally Green • Juan Franco • Mark Wilson, CEO (non-voting) • Casey Early, Head of Finance (non-voting) 	<ul style="list-style-type: none"> • Appointed June 2020 • Appointed September 2017 • Appointed September 2018 • Appointed February 2019 • Appointed November 2020
Remit	<p>The remit of the Finance, Audit and Investment Committee covers three principal areas:</p> <p>1. Financial oversight:</p> <ul style="list-style-type: none"> • Review the detailed draft of the annual financial plan and budget, which includes scenario planning for future years, and make recommendations to the Board. • Regularly review performance against the Charity’s Plan and Budget. • Take responsibility on behalf of the Board for overseeing all financial aspects of Charity operations so as to ensure short and long-term viability. • Monitor and recommend changes, where appropriate, to the Board regarding the Reserves Policy. • Maintain oversight of any budget lines relating to Governance costs. • Agree and review any new or revised financial policies before presenting 	

	<p>to the Board for final approval.</p> <p>2. Investment oversight:</p> <ul style="list-style-type: none"> • Agree and review the Charity’s Investment Policy, including the Charity’s stance on ethical investments. • Review the performance of the Charity’s portfolio of investments. • Consider changes to investment strategy and make appropriate recommendations to the Board. • Review the performance of the Charity’s Investment Managers and to meet them formally at least once a year. • Report to the Board of Trustees. <p>3. Audit oversight:</p> <ul style="list-style-type: none"> • Monitor and review the annual audit process. • Recommend to the Board of Trustees appropriate actions following any management letter recommendations. • Review auditor performance and, as necessary, participate in the tender process and selection of auditors every three years. • Report to the Board of Trustees.
Quorum	Quorum will be a minimum of three members.
Meetings	<ul style="list-style-type: none"> • The Committee will not meet less than three times a year and additionally as may be necessary. The Chief Executive Officer and Head of Finance are active non-voting participants in meetings and will normally be in attendance at all meetings. • Members will be expected to make a contribution to meetings in order to ensure the best decisions can be made, and to allow the Committee to fulfil its role and responsibilities. • Members will be expected to provide pertinent and professional challenge where appropriate, albeit demonstrating clear respect for colleagues and their views. • Members will be expected to maintain confidentiality in respect of all discussed issues where this is so required. • All decisions will be voted on by a simple majority of those present. In the case of equality, the Committee Chair will have a casting vote.
Membership, Reporting and Assurance Arrangements	<ul style="list-style-type: none"> • All members of the Committee are appointed by the Board. • The Committee shall consist of not less than two Trustees appointed by the Board in addition to the Chair. • The Committee Chair will normally be the Honorary Treasurer (also referred to as Treasurer) of the Charity. • The Committee may co-opt ex-officio members who in the opinion of the Committee will bring additional relevant skills to the Sub-Committee, but appointed members shall always form the majority. • The Sub-Committee, through its Chair, will provide routine written or verbal reports on its activities to the Governing Board and will seek a steer on any matters that require the decision of the Governing Board and/or their attention. • The Chair will conduct an informal review of the effectiveness of the Committee on an annual basis with the support of the Governance Committee and the Sub-Committee’s Secretary. This will include a

	<p>review of the membership and any proposed changes will be recommended to the Governing Board.</p> <ul style="list-style-type: none"> • An action log will be maintained that will identify individuals and appropriate timelines for specific tasks, progress against which will be actively monitored at subsequent meetings (covered by the Minutes).
Secretary	<ul style="list-style-type: none"> • The Head of Finance will ensure that secretariat services are provided to the Sub-Committee, including the taking of minutes, record of attendance and distribution of papers. • Approved minutes will be issued by the Secretary, normally within 10 working days of the meeting, and will list the topics discussed, actions agreed, and all individuals responsible for undertaking these actions. • These minutes will be taken to the Committee for approval, and if requested, made available to the full Governing Board.
Review	<p>These Terms of Reference will be reviewed annually. Any changes that are considered necessary will be recommended to the Governing Board for approval.</p>
First prepared	<p>April 2017 Finance, Audit and Investment Committee</p>
Last updated	<p>5 June 2018 Finance, Audit and Investment Committee and Governance Committee</p>
Governing Board approved	<p>October 2020</p>