

# Guidelines for the establishment of a Finance Sub Committee of the Board of Directors (Terms of Reference)



## Purpose

The purpose of the Sub Committee is to discuss policy and make recommendations to the IACP Board of Directors on issues relating to finance and financial policy. This is a sub-committee of the IACP Board of Directors and incorporates the work of the previous Finance Committee which existed prior to 2017. The new sub-committee will ensure a coherent and comprehensive approach to the financial stability of the company.

## Structure

The Sub Committee will consist of the Treasurer of the Board of Directors, the CEO of IACP, the Finance Manager/Accountant and two further members of IACP – who do not serve on the Board. The Sub Committee will be chaired by The Treasurer of the Board of Directors ensuring a direct line of communication between the Sub Committee and the Board, or in the absence of a Treasurer the committee can elect a chair.

This is a formal Sub Committee of the Board of Directors, the Board may, if it sees fit, dissolve or reform the Sub Committee or remove members at its discretion. The quorum for a meeting shall be 50% of the members plus one. Members of the committee attending the meeting via video-conferencing technology shall be included in the count for a quorum.

## Programme of Work

At the beginning of each year the Sub Committee will list out the key areas of work which it will prioritise for that 12 month period and report to the Board of Directors. The Board may give direction as to other key areas of work that it considers important which can be incorporated into the annual programme. Other issues that arise during the year will be addressed in the normal fashion. The agreed programme of work allows the Sub Committee to prioritise issues and set timelines for activities. The Sub Committee will also examine, discuss and make recommendations to the Board on issues raised by members and external organisations on subjects relating to the remit of the Sub Committee. The Sub Committee should meet at least 6 times in any calendar year, but may agree to meet more often if the work justifies it. Where possible Sub Committee meetings will be held in the IACP Head Office, but members can attend meetings through the use of video conferencing technology.

The Sub Committee should always act inclusively and should strive for consensus, but where this cannot be achieved decisions are to be made by a majority of those present and, if necessary as a result of a tied vote, be made by the casting vote of the Chairperson. The Sub Committee, through the Chairperson, may invite third parties to attend a meeting. This must be agreed by the Chair and the CEO if there is a financial implication.

## Relationship with management and staff

The Sub Committee will be facilitated by the CEO and Finance Manager/Accountant. The Sub Committee will discuss the policy and criteria being applied by the management with regard to finance and reporting. The Management will give feedback on current trends and issues arising and give feedback and input into discussion of the Sub Committee relating to policy and criteria being set. The Sub Committee may take into account the opinions of management on issues relating to the implementation of policy or criteria in a balanced manner. The Chair and the CEO will agree, in advance on an annual basis, the services required to facilitate the Sub Committee such as writing of minutes, sending of minutes and agendas and the best allocation of resources to facilitate the smooth running of the Sub Committee. This will then be incorporated into the Annual Programme of Activities and budget.

## Obligations of members of the Sub Committee.

As the Sub Committee is a formal part of the IACP's corporate governance, members must take account of their formal responsibilities. Members must make every effort to attend meetings. However, attendance via online conferencing services does constitute attendance. Members must act in the best interests of IACP and its members and the corporate strategy and policies as laid down by the IACP Board of Directors. Members must declare any conflict of interest that they have in any particular issue under discussion and must absent themselves from the meeting for the duration of that item. Members must adhere to the IACP's 'Conflict of Interest' and 'Confidentiality' policies. On joining the Sub Committee members will be provided with copies of the 'Conflict of Interest' and 'Confidentiality' policies. Members must also be conscious of any personal biases that they hold and make allowances for what might be in the best interests of the membership as a whole even if this is opposite to their personal opinions. Members must work with other members of the Sub Committee in a cordial, collegiate and professional manner. Members will respect the decision of the Chairperson with regard to the conduct of the work of the Sub Committee at all times.

Agreed by the Finance sub-committee in October 2017