



International Confederation of Midwives - Board Governance Policies

1.2.4 Board Finance and Risk Committee - Terms of Reference

Policy

The Finance and Risk Committee will advise the Board on the discharge of its fiduciary responsibilities in resource management and governance by:

- Advising the Board on the optimal use of its human and financial resources for ICM policy and projects
- Advising the Board on the annual budget related to policy and projects
- Ensuring the ICM meets its audit requirements
- Advising the Board on financial management related to ICM policy and projects and accounting practices, and other issues as identified by the Board or the Finance and Risk Committee.

Procedures

The Board Finance and Audit Committee:

1. Uses this Terms of Reference as a basis for its operational direction.
2. In response to Board requests reviews, develops and evaluate finance and audit activities for Board consideration.
3. Chairperson's role is to ensure that the Committee maintains its focus on Board-level matters.
4. Cannot make binding Board decisions, but will focus on strategic implications with regard to the development, implementation and evaluation of finance and audit activities.
5. Ensures that the Board is made aware of current finance and audit opportunities and activities as they relate to the work of ICM.
6. Expects the Chief Executive to attend meetings and report on any current and future activities.
7. Operates in accordance with the Code of Behaviour outlined in the Board Governing Process Policy.
8. Undertakes the work of the Board.
9. Reaches decisions by consensus.
10. Reports directly to the Board through the Treasurer.

STANDING ORDERS

11. Agenda and papers are to be circulated prior to meeting.
12. The Chair of the Committee shall be the ICM Treasurer.

MEMBERSHIP

- Treasurer of the Board (Chair)
- ICM Finance Manager
- ICM Chief Executive
- Up to (4) external members* with administrative, financial, and commercial experience and knowledge about the business of the ICM, laws of associations and foundations, financial reporting and (international) auditing standards.

**External members of the FARC are appointed by the Board and may serve an initial term of 3 years followed by up to 2 consecutive terms of 3 years each.*



SPECIAL MEETING

13. If required, the Board Advisory Committee on Finance and Risk may meet with the external auditors.

QUORUM

14. A quorum shall consist of (4) members but must include the ICM Treasurer.

FREQUENCY OF MEETING

15. The Committee shall meet at least twice a year either by teleconference or face to face. Electronic communication will be used in between meetings.
16. The Chair may call an additional meeting at the request of any of the committee members or the External Auditors.

REVIEW

17. The Terms of Reference shall be reviewed every three years. In the first three-year period, amendments proposed to ensure that the Committee is meeting its objectives or to increase the effectiveness and efficiency of the Committee may be suggested to the Board by committee members.

References

Carver, J. (2001) A theory of corporate governance: finding a new balance for boards and their CEO's. *Corporate Board Member*. April 2001. <http://www.boardmember.com> Renton (2005) *Guide for Meetings and Organisations. Vol. 1 Guide for Voluntary Organisations*. Lawbook Co. Sydney.

Reviewed

April 2016

Date for next review

April 2019

Authorised by:

Frances Day-Stirk
President, ICM

Date