

Finance, Risk and Governance Committee

Terms of Reference

Purpose: The Finance, Risk and Governance Committee is a Sub-Committee of the TSANZ Board assisting the Board in fulfilling its oversight responsibilities relating to:

- Financial Management
- Risk Management
- External Audit
- Governance

The Committee also acts as the Executive Committee of the Board as it relates to engagement with the CEO and Managers of the TSANZ Office in guiding the operations of the Society.

1. Role and Responsibilities

Financial Management:

- a) Be responsible for developing strategic directions for the Society to ensure finance stability in line with good governance whilst assessing strategic, operational, legal and financial risks.
- b) Review and endorse the TSANZ annual operational budget, for Board approval including:
 - a Recommendations on annual membership and other fees
 - b Set staff remuneration in accordance with the budget and benchmarked against similar organisations.
- c) Review and endorse any specific project budgets that are outside the core operations of TSANZ, for Board approval.
- d) Monitors monthly financial and annual performance, including variance analysis and cash management.
- e) Ensure the Society adopts appropriate procedural and financial practices and adherence to the relevant Australian Accounting standards and shall promptly bring to the Board's attention any non-compliance with such standards.
- f) Recommend or approve purchase of capital expenditure as per Delegations of Authority Schedule
- g) Advise the Board of any critical issues likely to impact on the capacity of the TSANZ to meet its budget objectives.
- h) Assist the Directors to understand the TSANZ financial status and improve their knowledge and understanding of financial reporting.
- i) Support and respond to the financial needs of the TSANZ Branches and the Special Interest Groups of the Society as and when required.

- j) Review delegations of authority and key contracts and agreements prior to renewal as and when required.
- k) Advise the Board on any other matters relevant to the TSANZ finances and respond to Board requests for advice.
- l) Ensure all financial decisions are fully ratified by the Board.

Risk Management:

- a) Oversight of TSANZ risk management framework, ensuring effective risk mitigation strategies and controls are in place.
- b) Provide the Board with advice and recommendations on the effectiveness and operation of the risk management framework.
- c) Reviews the Risk Register every six (6) months ensuring the inclusion of any new identified risks.
- d) Provide the Board with regular reports on the progress of implementing risk action plans ensure material risks are disclosed to the Board.
- e) Foster a culture of transparency and disclosure.

External Audit:

- a) Evaluates the performance of the external auditors and makes recommendations to the Board to continue the appointment or seek a replacement.
- b) Review the external audit process, including assessment of the terms of engagement of the auditor, the scope of the audit works, auditors fee, recommending to the Board the appointment of the auditor.
- c) Responsible for reviewing and assessing the audit report from the Auditor raising any identified issues with the TSANZ Board,
- d) Recommends to the Board the signing of the annual audited financial statements, ensuring the TSANZ accounts are available for each Annual General Meeting.

Governance:

- a) Oversees TSANZ compliance with cooperate governance practices and regulations including ACNC rules, Corporations Act and other best practice governance processes.
- b) Ensures compliance with laws and regulations, particularly those which have potential impacts on TSANZ such as occupational health and safety and the environment.
- c) Oversight of TSANZ governance management framework, ensuring effective governance strategies are in place.
- d) Provide the Board with advice and recommendations on the effectiveness and operation of the governance management framework.
- e) Be a Remuneration Committee: Assist and advise the board of directors on matters relating to the compensation, bonuses, incentives and remuneration issues of the directors, CEO and staff

2. Membership

- a) The Committee will be composed of The TSANZ President, Treasurer, Deputy Treasurer (if appointed), Secretary, the Past President or the President Elect (as appropriate) and the NZ Branch Director (or delegated NZ based Director as relevant). The Chief Executive Officer and Company

Secretary (and employee in charge of finance if that person is not also the Company Secretary) will attend all meetings.

- b) The Treasurer will be the Chair of the Committee leading the discussion on finance matters.
- c) The term of the Chair shall end when his/her term as Board Director ceases, subject to reappointment as provided in the TSANZ Constitution.
- d) The Committee has the power to co-opt any other member to its committee until the time of the next AGM of the Society and subject to Board approval.
- e) The Committee has the power to create its own advisory subcommittees subject to Board approval.
- f) The Committee can at its discretion ask the TSANZ Auditor/s, Investment Advisors or legal counsel to attend the meeting to provide advice and input.

3. Meetings of the Committee and Reporting

- a) The Committee will meet virtually or face to face bi-monthly in every alternate month to the Board meeting and may at times be required to correspond and make decisions via circular resolution out of session.
- b) The Committee will report to the Board via its Chair whenever requested to do so.
- g) A majority of the members of the Committee shall constitute a quorum and may, whenever those members deem fit, convene the meeting of the Committee, provided that either the Chair or the President is among those present.
- h) If the Chair is unable or unwilling to act or is not present within fifteen (15) minutes after the time appointed for the holding of the meeting, the President or the Past President/President-elect, as the case may be, shall preside over the meeting.
- c) The Chair shall review and approve the agenda items and advise if an item needs to be added to the agenda.
- d) The Chair shall review and approve the minutes of the meeting before these are circulated to the Committee for confirmation at a subsequent meeting.
- e) The meeting agenda and associated papers will be circulated at least five business days in advance of the meeting.
- f) Secretariat support will be provided by the TSANZ Company Secretary.

4. Governance of the Committee

- a) The Chair of the Committee will be responsible for ensuring all matters of conflict of interest are documented and managed appropriately.
- b) Any issues of conflict or uncertainty about the operation of the Committee will be resolved by a decision of the Board.
- c) The Board has the right to alter how the Committee operates and can, at its discretion, disband or reconstitute the Committee.