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**Finance Committee**

**Terms of Reference**

**Approved 5th December 2016; Reviewed: 14th March 2018**

**Introduction**

1.1 The Rules which govern Association for Nutrition (approved by AfN Council on 26 May 2016) give AfN Council responsibility for forming and approving the terms of reference and reporting arrangements for main committees, and method for selecting members for appointment to main committees.

1.2 Terms of reference for Finance Committee, a main committee of AfN Council were approved by AfN Council at its meeting on 5th December 2016 and reviewed on 14th March 2018. They comply with provisions in the Rules which describe how main committees are formed, how meetings of conducted and the appointment and term of office main committees chairs and members.

1.3 Main committee terms of reference can be determined, amended or rescinded by a simple majority vote of Council and are subsidiary to the Rules and Articles of Association. If the operation of these terms of reference contradict the Rules or Articles of Association in any way, the Rules and Articles of Associationtake precedence.

1.4 These terms of reference replace previously approved and published Finance Committee terms of reference.

**Finance Committee: Purpose**

.2.1 Finance Committee is a main committee of AfN Council. Its purpose is to monitor and report on all aspects of AfN’s financial management, including developing and periodically reviewing the financial policies, procedures and financial plans necessary for the sound governance and management of AfN finances and advising Council and main committees on the financial aspects of services, work-plans and activities developed and provided within the framework of the AfN’s business plan.

**Finance Committee: Reporting Requirements**

3.1 Finance Committee reports to AfN Council. It shall make recommendations to Council on matters within its authority and has a duty to co-operate with other main committees to ensure the charity’s objectives and associated business plans are met.

3.2 Finance Committee has delegated authority to make decisions on matters within its terms of reference and in accordance with standards, policies and procedures agreed from time to time by Council.

3.3 The committee and its sub-committees shall report to Council after each meeting. Council may instruct, enquire or request action by Finance Committee or its sub-committees on any matter within the committee’s terms of reference and in accordance with standards, policies and procedures agreed from time to time by Council.

**Finance Committee: Responsibility**

4.1 Finance Committee is responsible for;

a. Monitoring and reporting to BP&G and Council on all aspects of AfN’s financial management, including financial review, annual financial reporting, the investment of reserves, the formation and review of budget and monitoring of out-turn (of both income and expenditure) for the charity to meet its chartable objects.

b. The development, preparation and periodic review of financial policies, procedures and financial plans necessary for the sound governance and management of AfN finances, including investment, reserves, remuneration, risk, audit and disaster recovery plans and policies for approval by BP&G and/or Council as necessary.

c. To advise Council and main committees on the financial aspects of services, work-plans and activities developed and provided by the Association within the framework of the AfN’s business plan.

d. To provide advice to Council and AfN main committees on all financial matters, including changes that may be required as a result of new legislation or accounting practice.

e. To advise BP&G on the financial aspects of changes to policies relating to staffing requirements, including the approval of budgets for new posts (in conjunction with BP&G),

f. Developing and keep under review the procedures for financial control.

g. To support the Hon. Treasurer in reporting to Council and general meetings on matters relating to the governance and management of AfN finances.

**Finance Committee: Membership**

5.1 Members of Finance Committee will be appointed by Council according to Rules 11.1-11.16.

5.2 In accordance with Rule 11.3, membership of Finance Committee shall be least three and will consist of the at least one member of AfN Council and two members of the Association (one of whom may also be the member of Council). In practice, membership of the committee will normally be the Honorary Treasurer, the Chair of Council and a lay member of Council. Employees of the Association may not serve as members of a main committee or its subcommittees or panels. In practice, there shall normally be three members of the committee, including lay representatives.

5.3 Members of the committee may be members of the Association for Nutrition and other such independent persons/ lay representatives as appointed by Council. The maximum number of independent members allowed under the Rules is no more than 50% of the total number of the Committee agreed by Council, minus one. Eligibility for independent members/ lay representatives will be restricted to persons who are not or have never been a member of the Association, are not normally eligible for membership of the Association, are not disqualified or declared unfit from being a trustee or company director or disqualified under clause 43 of AfN Articles of Association.

5.4 In accordance with Rule 11.2, members of of the Finance Committee shall be appointed by Council. Council, in making the appointment, will apply the method for selecting members for appointment to main committees as agreed by Council and may consult with the chair and members of the main committee, working groups or sub-panels, and may, at its discretion, open a call for nominations to the whole membership. If no method is agreed by Council, appointment shall be by open advertisement to all members, (sent electronically or by post) and submission of a CV by interested members for consideration by the main committee and appointed by Council on recommendation of the main committee.

5.5 In accordance with Rule 11.10, the term of service for appointments to the Committee is normally three years except for members of Council appointed by Council to serve on Finance Committee as necessary to fulfil their role as chair a main committee of Council and/or an Honorary Officer and to comply with item 45 in the AfN Articles of Association, (in that one third of the membership of Council shall retire each year; and members of Council to retire shall be those who have been longest since their last election or appointment).

5.6 Members of Finance Committee will not be eligible to serve if they are disqualified or declared unfit from being a trustee or company director; and/or is disqualified under clause 43 of AfN Articles of Association; and/or if they are a current member of the Association, whose membership has expired, is voluntarily suspended, or is not of good standing, or is an employee of the Association.

5.7 All members of Finance Committee are expected to abide by all AfN policies as agreed by Council from time to time, including, but not limited to;

a. Payment of Expenses

b. Equal Opportunities

c. Health and Safety

d. Register of Interests and Declaration & Management of Conflicts

e. Code of Conduct and volunteer agreements for Council Members, Committee members, assessors & volunteers

f. Handling confidential information & use of personal data

5.8 A member of Finance Committee breaching one or more of the AfN policies as agreed by Council may be removed from the committee by a majority vote of the Committee. The Declaration & Management of Conflicts policy will apply in the consideration of breaches of AfN policy by a member of a main committee.

5.9 A member of Finance Committee who is normally absent from three or more meetings in one calendar year (if less than three meetings were held, then all meetings in one calendar year) or acts in any way that adversely affects the reputation or governance of AfN, the profession or the charity may be removed from the committee by a majority vote of the committee.

5.10 A member of Finance Committee may resign at any time by giving notice in writing to the Chair, however, and out of courtesy to colleagues, three months’ notice is ideal.

**Finance Committee**: **Chair and Deputy Chair**

6.1 AfN Council shall appoint a chair of Finance Committee. The Chair shall normally be the Honorary Treasurer, a main committee chair or an Honorary Officer of the Association. Council, in making the appointment, may consult with the members of the main committee, working groups or sub-panels, and may, at its discretion, open a call for nominations to the whole membership. Whether or not contested, the appointment of a chair of main committees is by a ballot of all members of Council, including elected and appointed members.

6.2 The term of appointment for chair of Finance Committee is one year. The chair of Finance Committee shall be eligible for reappointment for five subsequent terms (or a total of six years) and then for subsequent terms provided that at least one year shall have elapsed between the expiry of six consecutive terms and the beginning of the seventh, except as necessary to comply with clause 45 in the AfN Articles of Association, rotation of Council members.

6.3 If a member appointed as chair of Finance Committee is not already a member of Council, then they will be appointed to Council and will remain on Council for as long as they are the appointed chair, subject to the normal limits of terms of service of Council. If a serving member of Council is appointed by Council as a chair of a main committee, then that member’s elected term will run concurrently with their *ex officio* membership of Council.

6.4 The Finance Committee may also appoint one or more deputy chairs from among the members of the committee. The term of appointment of the deputy chair shall be one year, and shall be eligible for reappointment for five subsequent terms.

6.5 The chair and deputy chair can be authorised to make decisions and take action between each meeting of the committee on matters in respect of which the committee has delegated such authority. Such decisions shall be reported to the next meeting of the committee.

**Meetings of Finance Committee**

7.1 Rule 11.4 states the quorum for main committees will be two members of the committee, at least one of whom will be a Council member. For the purpose of this committee, quorum will be two members. If a quorum is not reached, or if during a meeting the number of members present (not counting those debarred by reason of a declared interest) falls below the required number, the meeting shall be adjourned and any unfinished business shall be transacted either after the meeting, at the next meeting or on such other day as the Chair of the Committee may decide and reported to the committee for approval.

7.2 Each member of the committee shall have one vote. In the event of a tied vote, the chair of the meeting shall have a second and casting vote.

7.3 At each meeting of the committee the business shall be to:

a. Approve the minutes of the previous meeting

b. Consider matters arising from the minutes of the previous meeting

c. Consider and approve matters for decision

d. Consider matters for discussion

e. Receive reports, accounts, minutes of sub-committees, panels and working groups, reports from the chair and Chief Executive

f. Consider any other business notified to the meeting on the agenda in writing to the chair at least three working days in advance of the meeting.

7.4 The Chief Executive, or a deputy appointed by the Chief Executive, shall be responsible for the recording of the minutes of the proceedings of the committee, ‘the committee secretary’ and, in consultation with the chair, organising the agenda and associated papers.

7.5 There will normally be three committee meetings a year either in person, by teleconference or videoconference. Meetings will be called by the chair in conjunction with the committee secretary. The date, location and time of committee meetings will be published as far in advance as possible, and as a minimum one month’s notice is to be given to all committee members; ideally two. Date, location and time of committee meetings will normally be arranged by the committee secretary, ideally between two and six weeks prior to each AfN Council meeting. With the agreement of the Chief Executive, additional meetings can be held provided at least two weeks’ notice (14 calendar days) is given to all committee members.

7.6 The committee may invite members of the Association, and other such people, including guests, as decided by the committee to attend its meeting as observers, and may speak to the meeting if invited to do so by the chair, but may not vote. All observers are expected to abide by all AfN policies as agreed by Council from time to time.

Ends

**Additional Notes**

Register of Interests and Managing Conflicts

In accordance with the *Register of Interests Gifts Hospitality and Managing Conflicts Policy* Committee members must submit an annual declaration and must declare conflicts of interest prior to the discussion of individual files or at any time a conflict of interest (actual or potentially perceived) arises within committee meetings or activities. Committee members applying for paid employment within AfN must resign in writing to the chair their committee membership prior to submitting their application for employment.

Confidentiality

Each Committee member must sign a Confidentiality Agreement at the time of each appointment indicating their agreement to maintain the confidentiality, security and integrity of all materials during and after their term in the committee.

Remuneration

Members of the Finance Committee receive no fees for their services. However, members shall be reimbursed for travel and other expenses properly and reasonably incurred in the discharge of their duties as members of the Registration Committee, in accordance with the *AfN Payment of Expenses Policy*.