

Board Finance Committee Terms of Reference

As reviewed and approved by the Board of Directors on 27th March 2014

The Finance Committee (FC) is a sub-committee of the Transparency International Ireland (TII) Board and shall be appointed by the TI Ireland Board of Directors. The FC will comprise three Board members with the possibility of including one finance/income generation expert non-board member (see below). Its members shall be nominated by the Chair of TI Ireland. The Chief Executive and Finance Administrator - *should one be recruited in the future* - shall normally be required to attend all meetings of the FC. Other staff may, at the request of the FC, attend meetings as required. The Treasurer will be an *ex officio* member of the FC. In the event the Treasurer is a Board member he/she will automatically be a full member of the FC.

The chairman of the FC shall be a member of the TII Board. The composition of the FC will be formally reviewed and ratified by the Board at its first meeting following the TII AGM. It will meet and conduct its meetings as its members see fit but must hold a minimum of two meetings per annum. Minutes of FC meetings must be circulated to TII Board members prior to the next TII Board meeting following a meeting of the FC. Meetings may be conducted in person or remotely by methods such as conference calls and/or Skype and similar communication mediums. A quorum for a meeting is two FC members one of whom must be a TII Board member.

Upon the approval of the TII Board the FC may invite one non TII board member to serve on the FC for the purposes of their expertise. In such instances the tenure would be one calendar year or less if appointed mid-year with the possibility of a maximum of two additional twelve month extensions. Maximum tenure therefore for a non TII board member on the FC is three years. Maximum tenure on the FC for a TII Board member is two terms of three years (six years in total). A TII Board member who has served six years on the FC may not then serve on the FC as a non-board member. Any FC member who resigns their TII Board membership or whose TII Board membership tenure expires, is automatically deemed to no longer be a member of the FC or any of its sub-committees or any other TII sub-committee. The maximum combined tenure of service on TII's sub-committees is also six years.

The FC shall operate one sub-committee of the FC. This sub-committee to be called the Fundraising (FR) Sub-Committee of the FC. The FC will manage a FR sub-committee whose remit will be to create diverse fundraising opportunities and oversee FR campaigns from time to time. The members (who may or may not come from the TII Board) of the FR committee will operate under the same membership rules as outlined in respect of FC membership. The FC Chairman convenes all/any FR meetings.

At each TII Board meeting, the Finance Committee will advise and make recommendations to the Board on:

1. The financial wellbeing of and risks facing the chapter.
2. Remuneration, contracts and pay-scales. To be reviewed at least once a year.
3. Income generation plans and strategies including an update on agreed income generation targets and the progress towards achieving them.
4. To facilitate points 1-3 above financial information, accounts and income generation activities will be provided by the relevant staff to the FC every month and also upon the request of the FC.