



## Terms of Reference

### SOAS SU Finance and Risk Committee

#### 1. Committee

- a. The Committee shall be known as the Finance and Risk Committee and shall fulfil the functions identified to that Committee in the governing documents and within these Terms of Reference.
- b. The Finance and Risk Committee is a Committee of the SOAS Student Union Board of Trustees.

#### 2. Purpose

- a. The Committee shall provide guidance, scrutiny, oversight and make recommendations to the Board of Trustees where appropriate, on matters relating to Finance and Risk. This includes finances, property and assets.

#### 3. Membership

- a. All members of the Committee shall be chosen by the Board of Trustees, except where specifically noted. This appointment should take place at the first meeting of the Board of Trustees of the academic year.
- b. The Committee shall be made up of at least three Trustees:
  - i. One Sabbatical Trustee, who shall be the Co-President Welfare and Campaigns
  - ii. One External Trustee
  - iii. One Student Trustee
- c. Additional Trustees may be appointed to the Committee by the Board, providing that the number of Sabbatical and Student Trustees exceeds or is equal to the number of External Trustees.
- d. The Chair of the Committee shall be appointed by the Board of Trustees and shall ordinarily be an External Trustee.
- e. The Vice-Chair of the Committee shall be the Co-President Welfare and Campaigns.
- f. In the event of an equality of votes the Chair shall be entitled to a deciding vote, in addition to any other vote they may have.
- g. Any Trustee has the right to attend Committee meetings, however, only those formally appointed shall have voting rights.
- h. The Chief Executive shall be a non-voting member.

- i. The Committee may from time to time decide to invite Union staff to attend and grant them speaking rights.
  - j. The Board of Trustees reserves the right to appoint a maximum of two external members of appropriate skill and expertise to the Committee.
    - i. External members shall have a standard term of two years and may serve a maximum of two terms.
    - ii. They shall be appointed in accordance with SOAS Students Union Constitution, Clause 12.12.
  - k. Members of the Committee may be removed from their position if:
    - i. They fail to attend two consecutive meetings without sending apologies, and the Committee resolves there is no good reason for their absence;
    - ii. The Board of Trustees votes by simple majority to remove them; or
    - iii. In the case of a Trustee, they cease to be a Trustee
4. **Secretary**
- a. The Secretary shall be the Secretary to the Board, or their nominee.
5. **Quorum**
- a. The quorum necessary for the transaction of business shall be half the voting members, rounding up where required.
6. **Meeting**
- a. The Committee shall have at least one meeting per academic year.
  - b. Meetings of the Committees should be scheduled to coincide with the cycle of business for the Board of Trustees and other Committees.
  - c. The Chair of the Committee shall have the discretion to vary the dates and times of the Committee and to call additional meetings if necessary.
  - d. Ordinary meetings should be held between meetings of the Board of Trustees where reasonably practicable.
  - e. Extraordinary meetings may be scheduled as needed by the Chair of the Committee or at the request of any two voting members.
  - f. Meetings shall normally be held virtually.
7. **Notice of Meeting**
- a. Notice shall normally be served no later than five working days prior to the date of the meeting to each member of the Committee.
  - b. Notice shall include the venue, date, time, agenda and supporting papers.
8. **Minutes**
- a. The secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
  - b. The secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
  - c. Minutes of Committee meetings, including deliberations, passed resolutions, and decisions shall be circulated promptly to all members of the Committee and once agreed, to all members of the board, unless a conflict of interest exists.
  - d. The minutes of the Committee shall be considered open and will be available to members on the Union's website, except where those minutes relate to any reserved or confidential matters, including without limitation staff-related or disciplinary matters.

## 9. Remit

- a. The Committee shall be responsible for the oversight of policies, procedures and strategic projects relating to Finance and Risk.
- b. In accordance with Constitution the Trustees may delegate all financial matters to any committee.
- c. The committee shall review and challenge where necessary:
  - i. The integrity of the financial statements of the organisation, including its annual and half-yearly reports, interim management statements and any other formal announcement relating to its financial performance, reviewing significant financial reporting issues and judgements which they contain.
  - ii. The statutory external audit and summary financial statements, significant financial returns to regulators and any financial information contained in certain other documents, such as announcements of a price sensitive nature.
  - iii. The effectiveness of the organisation's internal controls and risk management systems.
  - iv. The effectiveness of the organisation's internal audit function in the context of the organisation's overall risk management system.
  - v. The effectiveness of the organisation's Health & Safety operation.
- d. The committee shall receive the external auditor's management letter and recommend to the board any actions it deems to be required to remedy concerns raised.
- e. The committee shall oversee the relationship with the external auditor, subject to appointment by Student Members at the Annual General Meeting. This is to include making recommendations to the board in relation to the appointment, re-appointment and removal of the organisation's external auditor. The committee shall oversee the selection process for new auditors and if an auditor resigns the committee shall investigate the issues leading to this and decide whether any action is required.
- f. The committee shall seek assurances and advise the Board regarding the organisation's legal compliance and obligations to its regulators including assessing any possible serious incidents as may occur – identifying lessons learned and evaluating control measures.

## 10. Reporting

- a. The outcome and minutes of any meeting of the Committee shall be reported to the next meeting of the Board of Trustees.
- b. Any matters delegated to the Committee which are included in the Board's Schedule of Reserved Matters must be presented to the Board for formal approval.

## 11. Delegated Responsibilities and Authority

- a. The Finance and Risk Committee is a Committee of the Board of Trustees from which it derives its authority and to which it regularly reports.
- b. The Committee has delegated authority from the Board in respect of the remit set out in these Terms of Reference.

- c. The Committee has delegated authority to make recommendations to the Board of Trustees on matters relating to Finance and Risk.
- d. The Committee has authority to investigate any matter within its Terms of Reference and to obtain such information as it may require. This could include:
  - i. Mandating Union staff to provide research support, to perform its duties.
  - ii. Obtain, at the Union's expense, outside professional advice on any matter within its terms of reference.
  - iii. Call any employee to be questioned at a meeting of the Committee as and when required.

#### **12. Terms of Reference**

- a. The Committee has the power to amend its own Terms of Reference. However, the Board of Trustees reserves the right to revoke any changes, prevent proposed changes from being implemented and make any changes to the terms of reference for each Committee as it sees fit.
- b. The Terms of Reference shall be set out as appendices to the Schedules.
- c. The Terms of Reference shall be reviewed by the Board of Trustees on an annual basis.