



TERMS OF REFERENCE

FINANCE AND AUDIT COMMITTEE

ROS-CV [To be inserted in the Governance Policy Appendix 1] Finance and Audit Committee

PURPOSE

The Finance and Audit Committee (“the Committee”) has been established by the Board of Directors (“the Board”) to assist the Board in fulfilling its responsibilities by providing an independent review of financial reporting and assisting the Board with, and overseeing, the Board’s financial responsibilities. The Committee is responsible for all matters relating to the financial affairs of ChildVision and will provide the Board with an independent review of the budgetary process.

The Committee shall monitor and review the accuracy and integrity of the financial statements of the Company, including its annual and monthly management statements, and any other formal announcement relating to its financial performance, reviewing significant financial reporting issues and judgements which they contain.

The Committee shall have responsibility for assisting with the areas of strategic financial planning to include: - raising, collection, investment, borrowing and outlay of all monies required to fund its activities, and overseeing resource management, financial monitoring and policy related issues and to provide timely advice and recommendations to the Board on areas within its remit.

The Committee shall ensure that effective systems, financial controls and procedures are in place to enable the company to operate in an orderly and efficient manner, and shall report to the Board on internal controls and procedures and on external audit requirements.

1. MEMBERSHIP

- 1.1 The Committee shall consist of at least three members, all of which must be members of the Board of the Company. The Committee may co-opt other individuals with the relevant skill and expertise required.
- 1.2 The term of a Committee member is for three years and a member may be reappointed for one further consecutive term in order to ensure transfer of knowledge and continuity amongst Committee members.
- 1.3 If a vacancy occurs on the Committee, the Board shall be responsible for having it filled in accordance with the provisions of the Governance Policy for the remainder of the three-year term.
- 1.4 At least one member of the Committee shall have relevant financial experience.
- 1.5 Committee members co-opted in accordance with Clause 1.1 shall be appointed to hold office from the date of appointment for a period of three years.
- 1.6 Co-opted Committee members shall be eligible to be co-opted again, subject to a recommendation from the Board on each occasion.

2. SECRETARY

- 2.1 Subject to the approval of the Committee, the CEO of ChildVision shall appoint a person responsible for acting as Secretary of the Committee.

3. CHAIRPERSON

- 3.1 The Board shall appoint a member of the Board, other than the Chairperson of the Board, to be the Chairperson of the Committee.
- 3.2 The Chairperson of the Committee shall report to the Board on behalf of the Committee.

4. QUORUM

- 4.1 The quorum necessary for the transaction of business shall be two, both of which must be Board members.
- 4.2 A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

5. RESOLUTION

- 5.1 No resolution passed at any meeting shall be deemed passed unless a simple majority of the Committee members present and voting at such meetings shall have voted in favour of such resolution.
- 5.2 Where there is an equality of votes, the Chairperson of the meeting shall have a casting vote.

6. AUTHORITY

- 6.1 Subject to any restrictions imposed by law, (and not requiring approval for a financial expenditure from the Board) the Committee is authorised to seek any information it requires.
- 6.2 The Committee is authorised to investigate any activity within its terms of reference. It will have full access to all relevant information.
- 6.3 At the expense of ChildVision the Committee is authorised to obtain outside legal or other independent professional advice and to secure attendance of outsiders with relevant experience and expertise if it considers this necessary.

7. FREQUENCY OF MEETINGS

- 7.1 The Committee shall meet at least four times a year to coincide with Board meetings of the Company and at such other times as the Chairperson of the Committee shall require.
- 7.2 Such meeting of the Committee to be convened in advance of Board meetings of the Company.

8. NOTICE OF MEETING

- 8.1 The Secretary of the Committee shall convene meetings of the Committee at the request of the Chairperson and unless otherwise agreed, notice shall be forwarded to each member of the Committee and any other person required to attend no later than 7 working days prior to the date of the meeting. Supporting papers shall be sent to committee members and to other attendees as appropriate, at the same time.
- 8.2 The Chairperson shall have discretionary power to call a special meeting. Not less than three days' notice shall be given to every member of such special meeting and the business to be transacted thereat shall be clearly stated.

9. MINUTES OF MEETING

- 9.1 The Secretary shall minute the proceedings and resolutions of all committee meetings, including recording the names of those present and in attendance.
- 9.2 The Secretary should ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 9.3 Draft minutes should be circulated within five working days to all members of the committee. Amendments to the minutes should be sent in writing to the Secretary within two days of receipt of the minutes.

10. MEETING ATTENDANCE

- 10.1 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the CEO, CFO legal advisors, the Company Secretary, and other members of staff may be invited to attend, by the Committee, at the request of the Chairperson of the Committee, for all or part of any meeting, as and when appropriate.
- 10.2 Notwithstanding clause 10.1, the Financial Controller shall attend meetings of the Committee.

11. ANNUAL GENERAL MEETING

- 11.1 The Chairperson of the Committee shall attend the Annual General Meeting prepared to respond to any Member questions on the Committee's activities.

12. THE RESPONSIBILITIES OF THE COMMITTEE IN THE CONSIDERATION OF AUDIT-RELATED MATTERS

The responsibilities of the Committee are as follows:

12.1 INTERNAL AUDIT

- 12.1.1 To develop, monitor and approve the internal audit function;
- 12.1.2 To consider and approve the Company's strategic and annual internal audit plans;
- 12.1.3 To review the scope and results of internal audit procedures;

- 12.1.4 To receive and consider reports of the internal audit function and the recommendations made for follow up action;
- 12.1.5 Receive and consider reports from management regarding progress in implementing agreed internal audit recommendation;
- 12.1.6 Review the internal audit function for value for money auditing;
- 12.1.7 Review the resources and performance of the internal audit function; and
- 12.1.8 The Committee will promote the understanding of internal audit within the Company.

12.2 EXTERNAL AUDIT

- 12.2.1 Prior to its commencement, review the scope of the external audit, including the engagement letter and the external auditors fees;
- 12.2.2 Approve the terms of engagement of the external auditor;
- 12.2.3 Make recommendations to the Board about the appointment, pay and conditions of the external auditor;
- 12.2.4 Consider the performance of the external auditor, the audit fees and any question of resignation or dismissal;
- 12.2.5 Discuss with the external auditors any relevant recommendation arising from the audit;
- 12.2.6 Review the management letter including management's responses to the points raised; and
- 12.2.7 Monitor and review the external auditor's independence and the effectiveness of the audit process.

12.3 FINANCIAL RISK MANAGEMENT, COMPLIANCE & INTERNAL CONTROL

- 12.3.1 Review with the Company's management, external auditors and internal auditors, the adequacy of the Company's policies and procedures regarding financial internal controls;
- 12.3.2 Discuss with management the scope and quality of systems of financial internal control;
- 12.3.3 Review the findings of internal investigations into any suspected frauds or irregularities or failures of internal controls or infringements of laws, rules and regulations;
- 12.3.4 Review reports on the assessment of significant financial risks facing the Company and framework of internal controls designed to mitigate such risks;

- 12.3.5 Receive and review quarterly reports detailing the status of compliance issues that arise;
- 12.3.6 Monitor and review the accuracy of financial statements of the Company;
- 12.3.7 Monitor and review announcements about the Company's financial performance and financial controls;
- 12.3.8 Monitor and review control and financial management systems.
- 12.3.9 Review the effectiveness of the system for monitoring compliance with law, regulations and generally accepted accounting and auditing principles and standards as they apply to financial reporting, internal control and external audit in the Company and the results of management's investigation and follow-up of any instances of non-compliance; and
- 12.3.10 Obtain updates as necessary from management, and if required legal counsel regarding law, regulations and generally accepted accounting and auditing principles and standards as they apply to financial reporting, internal control and external audit in the Company and review the findings, when supplied, of any examinations by the Regulatory Authorities.

12.4 FINANCIAL REPORTS

- 12.4.1 To consider the appropriateness of the accounting principles and practices adopted by the Company in the preparation of its financial statements; and
- 12.4.2 To consider the appropriateness of the financial information and related statements to be presented in the Annual Report and annual Financial Statements and to recommend a Letter of Representation for approval by the Board.

13. THE RESPONSIBILITIES OF THE COMMITTEE IN ITS CONSIDERATION OF FINANCE-RELATED MATTERS

13.1 BUDGETARY CONTROL

- 13.1.1 To review the annual budget (including Income & Expenditure Budget, Cash Flow Budget, Capital Plan Budget and Monthly Balance Sheet Budget) prior to commencement of the budgetary year and to make recommendations regarding approval, amendment or declining of such budgets to the Board.
- 13.1.2 To monitor spend against budget in conjunction with the Financial Controller;
- 13.1.3 To review financial performance in Childvision;
- 13.1.4 To monitor cash flow requirements;
- 13.1.5 To consider and make recommendations to the Board (and where appropriate the Pension Trustees) on matters which are within the powers of the Board to decide regarding the ChildVision pension scheme;
- 13.1.6 To consider and make recommendation to the Board on insurance strategy;

- 13.1.7 To control and report on the finances of the Company on a regular basis to the Board;
- 13.1.8 To monitor and set policy over investment funds, reserve funds and oversee same and bring relevant issues for decision to the Board as necessary;
- 13.1.9 To recommend to the Board the sanctioning of the payment of funds in excess of €10,000 outside the agreed annual budget of an exceptional not provided by the annual budget;
- 13.1.10 To review the list of all restricted donations received.
- 13.1.11 To set policy and strategy for all investments, resources and authority for bank accounts.

13.2 FINANCIAL REPORTING

- 13.2.1 To approve the financial reporting principles and practice applied by the Company in preparing its financial statements; and
- 13.2.2 To approve the financial information presented in the Annual Report.

14. REPORTING RESPONSIBILITIES

- 14.1 The Chairperson of the Committee shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 14.2 The Committee shall review and, where necessary, make reports and recommendations to the Board on the systems, internal controls and procedures in operation to ensure the Company operates in an orderly and efficient manner.
- 14.3 The Committee shall report to the Board on significant matters arising from its consideration of Internal Audit.
- 14.4 The Committee shall report to the Board on significant matters arising from its consideration of external audit matters, and make recommendations to the Board on external audit requirements.
- 14.5 The Committee shall report to the Board on significant matters arising from its consideration of matters of internal control and compliance with law and regulations.
- 14.6 The Committee shall appraise the Board of significant developments in the course of performing the above duties.
- 14.7 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 14.8 The Committee shall recommend to the Board any appropriate extensions or changes in the duties of the Committee.

- 14.9 The Committee shall produce a report to be included in ChildVision's annual report about its activities; identifying the Chairperson of the Committee, the number of committee meetings and individual attendance by directors.

15. OTHER MATTERS

The Committee shall:

- 15.1 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis, as required, for all members.
- 15.2 arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.
- 15.3 have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for assistance as required.
- 15.4 give due consideration to laws and regulations.

**THESE TERMS OF REFERENCE WHERE ADOPTED BY THE BOARD OF DIRECTORS
ON THE _____ DAY OF _
_____ 2015.**

FOR AND ON BEHALF OF CHILDIVISION

CHAIRPERSON, BOARD OF DIRECTORS

SECRETARY, BOARD OF DIRECTORS