

# Terms of Reference



Finance & Resources Committee	
1. APPROVING BODY	Corporation Board
2. DATE APPROVED	November 2024
3. PURPOSE	The purpose of the Finance & Resources Committee is to oversee on behalf of the Corporation, the organisation's approach to the management of its finances and resources (physical and digital but not human).
4. RESPONSIBILITIES	<p>The Finance &amp; Resources Committee shall have the following responsibilities:</p> <p><b>Finance</b></p> <p>4.1 Review and recommend the annual budget to the Corporation for approval.</p> <p>4.2 Review and recommend the FE Fees policy to the Corporation Board for approval.</p> <p>4.3 Consider any matters relating to finance and assets/liabilities, including making recommendations to the Corporation on:</p> <ul style="list-style-type: none"> <li>• Budgets and forecasts</li> <li>• Capital expenditure requirements including loans</li> <li>• Major variances of income and expenditure</li> </ul> <p>4.4 Monitor management accounts, financial key performance indicators, cashflow and compliance with bank covenants.</p> <p>4.5 Monitor levels of subcontracting against the approved annual subcontracting plan.</p> <p>4.6 Consider and advise the Corporation on all aspects of the Corporation's finances, financial policies, controls and strategy ensuring the efficient use of resources, the solvency of the institution and the safeguarding its assets in accordance with the Instrument and Articles of Government.</p> <p>4.7 Consider and recommend the appointment of bankers, solicitors and other contractual arrangements (excluding the appointment of the external auditor).</p> <p><b>Estate</b></p> <p>4.8 To monitor the development and progress of the NCG Infrastructure Plan as it relates to the physical and digital estate.</p> <p>4.9 To review and monitor performance in the following areas ensuring value for money is achieved in relation to premises and estates developments:</p> <ul style="list-style-type: none"> <li>• Disposals / Acquisitions / Leases</li> <li>• Major Projects</li> <li>• Forward Investment Planning</li> <li>• Condition Management Planning</li> </ul>

	<p>4.10 To review and recommend to Corporation for approval, any management proposals regarding the disposal or acquisition of strategic assets.</p> <p>4.11 To receive, consider, and challenge reports in relation to strategic Health &amp; Safety matters.</p> <p>4.12 To review and monitor the development of and progress against the NCG Environmental Strategy.</p>
<b>5. AUTHORITY</b>	<p>The Finance &amp; Resources Committee shall have the authority to:</p> <p>5.1 Approve the following policies on behalf of the Corporation:</p> <ul style="list-style-type: none"> <li>• Financial Reserves policy</li> <li>• Supply Chain Fees and Charges policy</li> <li>• Treasury Management policy</li> </ul> <p>5.2 Approve the annual Health &amp; Safety Report on behalf of the Corporation.</p> <p>5.3 Approve the annual sub-contracting plan and any sub-contracting arrangements that materially vary from that plan.</p> <p>5.4 Review risks within its remit and escalate where necessary;</p> <p>5.5 Invite other individuals with relevant skills, experience or expertise to attend meetings as necessary;</p> <p>5.6 Other authorities as may from time to time be delegated to it by the Corporation Board.</p>
<b>6. REPORTING</b>	<p>The Finance &amp; Resources Committee will report to the Corporation Board on its proceedings after each meeting on all matters within its responsibilities.</p>
<b>7. CHAIRPERSON</b>	<p>The Committee shall be chaired by an independent member of the Corporation Board.</p>
<b>8. MEMBERSHIP</b>	<p>The Committee shall comprise at least five members. Members of the NCG Audit &amp; Risk Committee shall not be members of the Finance &amp; Resources Committee.</p> <p>Committee membership shall be reviewed annually by the Search, Nominations &amp; Governance Committee to ensure that it continues to reflect best practice and the requirements of governance within the Group.</p>
<b>9. IN ATTENDANCE</b>	<p>The following individuals shall be in attendance:</p> <p>9.1 Chief Information Data &amp; Estates Officer</p> <p>9.2 Chief Finance Officer</p> <p>9.3 Group Financial Controller</p> <p>9.4 Director of Estates</p> <p>9.5 Principal Observer/s</p> <p>9.6 Governance Professional</p>
<b>10. QUORUM AND ATTENDANCE</b>	<p>10.1 A quorum shall be three.</p> <p>10.2 If the number of members present for a meeting of the Committee does not constitute a quorum, the meeting shall not be held. If during a meeting there ceases to be a quorum, the meeting may continue, however no decisions are to be taken.</p>

	10.3 Prior notice of absence must be provided to the Chair and the Clerk no less than 24 hours in advance of the meeting.
<b>11. VOTING</b>	<p>11.1 Decisions of the Finance &amp; Resources Committee shall be reached by consensus;</p> <p>11.2 Any action required or permitted to be taken by the Group/Committee may be taken without a meeting if (i)</p> <p>11.2.1 the Chairperson calls for such action to be taken by written consent, which includes email and;</p> <p>11.2.2 the written consents are filed with the records of the meetings of the Group/Committee.</p>
<b>12. MEETING ARRANGEMENTS</b>	<p>The following arrangements shall be observed for meetings of the Finance &amp; Resources Committee</p> <p>12.1 Meetings shall be held on a termly basis;</p> <p>12.2 Additional meetings shall be held at the call of the Chair, or at the request of one-third of the Group/Committee's members;</p> <p>12.3 Written notice of the date, time and place of the meeting shall be provided to each member at least five working days in advance.</p> <p>12.4 Meetings shall include an agenda and matters not specified on the agenda may be taken up at the meeting at the discretion of the Chair.</p> <p>12.5 The agenda together with the relevant reports and documents will be forwarded to members at least five working days in advance to enable preparation prior to meetings.</p> <p>12.6 The Governance Professional shall keep minutes of all meetings which will include the following:</p> <ul style="list-style-type: none"> <li>• Persons in attendance</li> <li>• Date and duration of meeting</li> <li>• Expressions of conflicts of interest</li> <li>• Identification of topics discussed</li> <li>• Recommendations and decisions made</li> <li>• Actions taken</li> </ul> <p>12.7 Minutes of the meeting shall be reviewed by the Chair and submitted to members for approval at the next meeting, or where urgency exists, by email vote. Draft Chair-approved minutes shall be submitted to the Corporation (where the Committee has not met in the intervening period to approve). Once approved, minutes shall be circulated to all members for their records and retained by the Secretary within the meeting records.</p> <p>12.8 Meetings will not be recorded.</p>
<b>13. CONFIDENTIALITY</b>	Members are encouraged to communicate key decisions and issues for the purpose of delivery of the objectives of the Finance & Resources Committee however members are expected to hold confidential deliberations in the strictest of confidence, and when in doubt should consult with the Chair.
<b>14. CONFLICT OF INTEREST</b>	The Governance Professional shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. Where it is deemed by the Chairperson that a conflict exists,

	the member will be excused from deliberations and must abstain from voting on any resolution in which he/she and/or his/her associates have a material interest.
<b>15. TERMS OF REFERENCE</b>	The Finance & Resources Committee shall review its Terms of Reference annually to ensure it is operating at optimum effectiveness and recommend any changes it considers necessary to the Corporation.
<b>16. NCG VALUES</b>	Members have a collective and individual responsibility to conduct themselves in a manner which reflects the NCG values.
<b>17. REVIEW OF PERFORMANCE</b>	The Finance & Resources Committee shall review its performance annually.