

Finance, Audit and Risk Committee

Terms of Reference

The Articles of Association provide the Governing Board (the Board) with the power to appoint Committees and to delegate to these Committees authority to undertake duties or functions as required. Non-members of the Board may be invited to participate in accordance with the role and remit of the relevant Committee, but Trustees shall always form the majority.

Board Committees must consist of three or more members of the Board and all proceedings should be reported to the subsequent meeting of the Board.

The Board retains ultimate responsibility and accountability for all decisions that are made by Committees.

Committee	Finance, Audit & Risk Committee
Purpose	<p>The role of the Finance, Audit & Risk Committee is to oversee formal and transparent arrangements for financial reporting, the prioritisation and stewardship of financial resources, effective budgetary control, risk management, and the organisation's system of internal controls, in accordance with relevant standards, regulations, and best practice.</p> <p>The Committee maintains an appropriate relationship with the auditor and assists the Board in establishing the organisation's risk appetite. It monitors the system of internal controls and ensures that company policies in relation to finance, audit and risk are adhered to.</p>
Membership	<p>Committee members are appointed by the Board. There shall be a minimum of three members and a maximum of five members. The Chair of the Board is not a member of the Finance, Audit and Risk Committee but is invited to attend meetings as appropriate. The Chair of the Board does not vote on decisions during Committee meetings.</p> <p>Chair of the Committee</p> <p>The Treasurer is ex officio Chair of the Finance, Audit and Risk Committee. If a situation arises that the Chair of the Committee is not available, the Chair of the Board shall nominate another Committee member to chair the meeting.</p> <p>The Committee may co-opt non trustee members who, in the opinion of the Committee, will bring additional relevant skills to the Committee, but Trustees shall always form the majority. Co-opted non trustee members do not vote on decisions at Committee meetings.</p> <p>Members are ordinarily appointed for a term of two years which may be renewed for a subsequent term of up to two years. The Board will ensure that there is appropriate rotation of membership over time.</p> <p>The Committee should collectively possess up-to-date and relevant experience in finance, audit, and risk management, so that it has the combined skills needed to effectively carry out its responsibilities..</p> <p>Secretary</p> <p>The Head of Finance will ensure that secretariat services are provided to the Committee, including the taking of minutes, record of attendance and distribution of papers.</p>

	<p>Membership as at 25 April 2026 when this document was approved</p> <ul style="list-style-type: none"> • Nigel Jones (Treasurer and Chair of the Committee) • Vanessa Jordan (Trustee) • Giordano Perez-Gaxiola (Trustee) • Juan Franco (Trustee) • Alan Mitchell (Co-opted member) <p>In attendance from the Central Executive Team</p> <ul style="list-style-type: none"> • Head of Finance • Head of Governance • Chief Executive Officer <p>For the avoidance of doubt, members of the Central Executive Team are not members of Board Committees and do not vote at Committee meetings.</p>
<p>Meetings</p>	<p>Frequency The Committee will usually meet quarterly but may meet more frequently if required.</p> <p>All decisions will be voted on by a simple majority of those entitled to vote. In the case of a tie, the Committee Chair will have the casting vote.</p> <p>There should be one meeting a year where the members of the Committee meet with the external auditor without any executive management team members present – this meeting is usually the one when the Trustees’ Annual Report and Accounts are scrutinised.</p> <p>Quorum Co-opted and staff members do not count in the quorum, therefore a quorum will be three Committee members (all Trustees).</p> <p>Minutes Minutes will be taken at each Committee meeting. The minutes will list the topics discussed, actions agreed, and all individuals responsible for undertaking these actions. The minutes will be approved as an accurate record at the subsequent meeting of the Committee.</p> <p>The draft minutes will be noted by the Board at the subsequent meeting of the Board.</p>
<p>Duties</p>	<p>1. Financial-resource prioritisation and control: The Committee shall monitor the integrity of the financial statements of the company including the Trustees Annual Report and Accounts, management accounts and any other formal statements relating to financial performance.</p> <p>The Committee shall review any other reports requiring Board approval which contain financial information including but not limited to:</p> <ul style="list-style-type: none"> • the draft annual Plan & Budget; • a rolling five-year financial model; • business cases for investment using strategic reserves; • any new or revised financial policies before they are presented to the Board for final approval. <p>2. Audit: The Committee shall oversee the relationship with the external auditors</p> <p>The Committee shall review the terms of engagement and fees to be paid to the external auditor for audit and non-audit services</p>

	<p>The Committee shall consider and make recommendations to the Board on the appointment and re-appointment, fees and terms of engagement of the external auditor</p> <p>The Committee shall review any actions following any management letter from the auditor and make recommendations to the Board</p> <p>The Committee shall monitor the external auditors' effectiveness, objectivity and independence and oversee the audit tender process every five years.</p> <p>3. Risk: The Committee shall:</p> <ul style="list-style-type: none"> • Review the risk management policy and ensure it is consistent with the organisation's risk appetite • Review the organisation's risk appetite and make recommendations to the Board • Monitor the strategic risk register and the organisation's capability to identify and manage new and emerging risks and opportunities <i>{the strategic risk register will be reviewed at each meeting of the Committee and at least annually by the Board}</i> • keep under review the risk management processes that inform the Board's decision making <p>4. Internal controls: The Committee shall review the effectiveness and independence of the internal control framework and associated processes including but not limited to:</p> <ul style="list-style-type: none"> • Policies and procedures for detecting fraud • Whistle blowing • Organisational policies that mitigate key risks • Recommendations that arise from any internal audits <p>5. Other</p> <ul style="list-style-type: none"> • Overseeing and monitoring expenses paid to Trustees.
Delegated authority and assurance	<p>The Board has delegated authority to the Committee for the duties set out in this document. The Committee will make recommendations to the Board which retains ultimate responsibility for decision making.</p> <p>Members of the Committee must recuse themselves from any discussion that could be perceived as a conflict of interest in line with the process set out in the Conflicts of Interest Policy for the Governing Board.</p> <p>Regular reviews of the effectiveness of the Committee will be carried out with the support of the Head of Governance.</p>
Review	These Terms of Reference will be reviewed annually and any changes approved by the Board.
Last updated	Reviewed by the Finance, Audit and Risk Committee on 4 March 2026.
Governing Board approved	Approved by the Governing Board on 25 April 2026
Next review	April 2027