FINANCE & GOVERNANCE COMMITTEE

TERMS OF REFERENCE

March 2021

The Finance & Governance Committee has been established as a standing committee of ARMA, reporting to the ARMA Board. The Committee was created to strengthen ARMA governance in the areas of finance, human resources and organisational infrastructure (including operational policy and procedures, systems, supplier and contractor relationships, etc.), to ensure that ARMA continues to have a sustainable infrastructure and appropriate governance structures.

Committee scope

Core activities of the Committee include:

- Financial regulation and performance
- Risk management
- Procurement and supplier relationships
- Business processes and systems
- Staff resources, remuneration and performance.
- Organisational governance effectiveness.

The Committee will act as a bridge between the Board and the Executive Office, providing support to both, facilitating communication and the flow of information, and ensuring accountability to ARMA members for use of resources.

Authority

The Committee will consider items of business within its remit, evaluate opportunities and challenges, and make recommendations to the Board. The Board may delegate areas of business on which the Committee can make decisions.

The Committee may establish both standing and short-life working groups, under the remit of this Committee, to take forward specific initiatives that fall within the Committee's scope and which may require scrutiny from time to time. The membership and duration of such working groups shall be confirmed by the Committee on establishment of such working groups.

Decision-making

Any decisions made by the Committee must be made by a majority decision of the members of the Committee. In the event of an equality of votes, the Committee Chair shall have a casting vote.

Membership

To support these activities, membership of the Committee will consist of:

- ARMA Deputy Chair (Committee Chair)
- Treasurer
- Chief Operating Officer
- Up to 5 non-Directors, bringing expertise across risk and project management; financial management; business planning; systems and process review and management; contracts and intellectual property; people management and human resources; governance and ethics.

The Directors (including the COO, ex officio) shall be members of the Committee in accordance with the articles of association of ARMA.

The non-Directors will be appointed on a 3-year basis (with the option of a second term), following an open call to ARMA members and an evaluation of the areas of expertise required. Appointments will be phased to ensure a balance between continuity and change in membership.

The Committee will work closely with ARMA's financial, human resource and legal advisers. Additional expert advice will be commissioned as needed.

Meetings arrangements

The Committee will meet approximately four weeks in advance of each ARMA Board meeting, so that recommendations can be discussed and developed in good time. Regular conference calls will also be scheduled. The total time commitment from Committee members is likely to be in the region of 5 hours per month.

Meeting venues will rotate, to ensure that they are accessible for all members, although several of these meetings are likely to take place via Zoom or similar.

Reporting

As well as making recommendations relating to the areas within its remit, there will be a clear requirement for the Committee to report formally to the ARMA Board on a regular basis

Budget

The budget for the Committee shall consist of the monies necessary to support travel and subsistence costs incurred by members in the course of attending Committee meetings and in otherwise pursuing the business of the Committee, together with meeting venue and catering costs (if any). The budget shall also include the costs of ARMA's financial, legal and human resource advisers and of any additional expert advice which may be commissioned from time to time.

Review

Terms of Reference for all ARMA committees, and the effectiveness of each ARMA committee, will be reviewed on an annual basis. The date for the next review of this document and this committee will be March 2022.